

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Feb 20 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000004602 (6)

1. Corporation Name
MARSHALLS OF MA, INC.



Principal Place of Business
770 COCHITUATE RD.
FRAMINGHAM MA 01701

Mailing Address
770 COCHITUATE RD.
FRAMINGHAM MA 01701-4698

3. Date Incorporated or Qualified
09/09/1996

3a. Date of Last Report

4. FEI Number
04-2261984

Applied For
Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip Country
24

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip Country
29

9. Name and Address of Current Registered Agent
THE UNITED STATES CORPORATION COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
By signing, you are signing as a registered agent and title is applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	LESSER, RICHARD	
STREET ADDRESS	770 COCHITUATE RD.	
CITY - ST - ZIP	FRAMINGHAM MA 01701	
TITLE	V	<input type="checkbox"/> DELETE
NAME	APPEL, ALFRED	
STREET ADDRESS	770 COCHITUATE RD.	
CITY - ST - ZIP	FRAMINGHAM MA 01701	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MELTZER, JAY H	
STREET ADDRESS	770 COCHITUATE RD.	
CITY - ST - ZIP	FRAMINGHAM MA 01701	
TITLE	T	<input type="checkbox"/> DELETE
NAME	WISHNER, STEVEN R	
STREET ADDRESS	770 COCHITUATE RD.	
CITY - ST - ZIP	FRAMINGHAM MA 01701	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CAMPBELL, DONALD	
STREET ADDRESS	770 COCHITUATE RD.	
CITY - ST - ZIP	FRAMINGHAM MA 01701	
TITLE	DC	<input type="checkbox"/> DELETE
NAME	CAMMARATA, BERNARD	
STREET ADDRESS	770 COCHITUATE RD.	
CITY - ST - ZIP	FRAMINGHAM MA 01701	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

FEB 10 1997 508 390 2300
Date Daytime Phone #

CR2E034 (9/96)