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FILED

**Apr 10 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 # F96000004783 (4)

1. Corporation Name
RETAIL CANDY CONCEPTS, INC.



Principal Place of Business: **755 W. BIG BEAVER RD. SUITE 1800 TROY MI 48064**
Mailing Address: **755 W. BIG BEAVER RD. SUITE 1800 TROY MI 48064-4903**

3. Date Incorporated or Qualified: **09/17/1996**
3a. Date of Last Report:
4. FEI Number: **38-3261803**
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: **1311 Maplelawn**
2a. Mailing Address: **1311 Maplelawn**
22. City & State: **Troy MI**
28. City & State: **Troy MI**
24. Zip: **48084**
25. Country:
29. Zip: **48084**
30. Country:
26. Suite, Apt. #, etc:
27. Suite, Apt. #, etc:
23. City & State:
28. City & State:

9. Name and Address of Current Registered Agent:
**CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	RUBIN, SIDNEY R	
STREET ADDRESS	4296 MARGATE	
CITY - ST - ZIP	BLOOMFIELD HILLS MI 48013	
TITLE	VSTD	<input type="checkbox"/> DELETE
NAME	CAVALLI, THOMAS M	
STREET ADDRESS	4259 ANTIQUE LANE	
CITY - ST - ZIP	BLOOMFIELD HILLS MI 48013	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HERMELIN, DAVID	
STREET ADDRESS	20500 CIVIC CTR DR, SUITE 3000	
CITY - ST - ZIP	SOUTHFIELD MI 48301	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

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 _____ Date: _____ Day/Time/Phone # _____

CR2E034 (9/96)