

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

FILED
May 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000006300 (5)
 1. Corporation Name
FACTORY CARD OUTLET OF AMERICA LTD., INC.



Principal Place of Business 745 BIRGINAL DR. BENSENVILLE IL 60106-1212	Mailing Address 745 BIRGINAL DR. BENSENVILLE IL 60106-1212
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 2727 DIEHL RD.		2a. Mailing Address 26 2727 DIEHL RD.		3. Date Incorporated or Qualified 12/03/1996	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number 36-3387269	
23 City & State NAPERVILLE IL		28 City & State NAPERVILLE IL		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
24 Zip 60563		29 Zip 60563		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
25 Country USA		30 Country USA		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525				10. Name and Address of New Registered Agent	
B1 Name				B2 Street Address (P.O. Box Number is Not Acceptable)	
B3				B4 City	
				B5 Zip Code FL	

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 _____
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CUMELLO, CHARLES R	1.2 NAME	
STREET ADDRESS	745 BIRGINAL DR.	1.3 STREET ADDRESS	
CITY-ST-ZIP	BENSENVILLE IL 60106-1212	1.4 CITY-ST-ZIP	
TITLE	VT	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRANCHI, GLEN J	2.2 NAME	
STREET ADDRESS	745 BIRGINAL DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	BENSENVILLE IL 60106-1212	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TRAVIS, CAROL A	3.2 NAME	
STREET ADDRESS	745 BIRGINAL DR.	3.3 STREET ADDRESS	
CITY-ST-ZIP	BENSENVILLE IL 60106-1212	3.4 CITY-ST-ZIP	
TITLE	DC	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FREEMAN, WILLIAM E	4.2 NAME	
STREET ADDRESS	745 BIRGINAL DR.	4.3 STREET ADDRESS	
CITY-ST-ZIP	BENSENVILLE IL 60106-1212	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KELLY, J B	5.2 NAME	
STREET ADDRESS	745 BIRGINAL DR.	5.3 STREET ADDRESS	
CITY-ST-ZIP	BENSENVILLE IL 60106-1212	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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 as an attachment with an address.

SIGNATURE: *Carol A. Travis* 4/29/98 630-579-2000

CP2E034 (10/97)