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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # F97000000046

1. Corporation Name BIRKENSTOCK FOOTPRINT SANDALS, INC.



Principal Place of Business PO BOX 6140 NOVATO CA 94948 Mailing Address PO BOX 6140 NOVATO CA 94948

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 01/02/1997 4. FEI Number 94-2179120 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 owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business 2a. Mailing Address 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 25 29 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

PEOPLES, RICK ORLANDO OUTLET STORES 4949 INTERNATIONAL DR. EXTENDED, SPACE 48B ORLANDO FL 32189

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 MARY A. JONES DATE 5/10/99 (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS P FRASER, MARGOT 567 HEATHER WAY SAN RAFAEL CA 94903 V JONES, MARY 62 ARONIA LANE NOVATO CA 94945 S SCHOEN, STEPHEN 567 HEATHER WAY SAN RAFAEL CA 94903 CUTTER, DENNIS 1600 ANDOVER WAY PETALUMA CA 94954

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 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 on an attachment with an address, with all other like empowered.

SIGNATURE: MARY A. JONES DATE 5/10/99 (415) 892-4400 Daytime Phone #

CR2E034 (11/98)