

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

FILED
Jan 23 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 # F97000002865 (0)
 1. Corporation Name
CHARLOTTE RUSSE, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 5015 SHOREHAM PLACE SAN DIEGO CA 92122		Mailing Address 5015 SHOREHAM PLACE SAN DIEGO CA 92122	
2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	95-2960505	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
22	27	<input type="checkbox"/>	
City & State	City & State	6. Election Campaign Financing	\$5.00 May Be Added to Fees
23	28	Trust Fund Contribution	<input type="checkbox"/>
Zip	Country	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
24	25	29	30

3. Date Incorporated or Qualified
06/02/1997

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

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	ZEICHNER, BERNARD	
STREET ADDRESS	5015 SHOREHAM PLACE	
CITY-ST-ZIP	SAN DIEGO CA 92122	
TITLE	TCFO	<input type="checkbox"/> DELETE
NAME	GILBERT, LON R	
STREET ADDRESS	5015 SHOREHAM PLACE	
CITY-ST-ZIP	SAN DIEGO CA 92122	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	BALINGER, JENNIFER	
STREET ADDRESS	5015 SHOREHAM PLACE	
CITY-ST-ZIP	SAN DIEGO CA 92122	
TITLE	DC	<input type="checkbox"/> DELETE
NAME	KARP, ALAN	
STREET ADDRESS	5015 SHOREHAM PLACE	
CITY-ST-ZIP	SAN DIEGO CA 92122	
TITLE	DC	<input type="checkbox"/> DELETE
NAME	ODDI, DAVID	
STREET ADDRESS	5015 SHOREHAM PLACE	
CITY-ST-ZIP	SAN DIEGO CA 92122	
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 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]* REC. F.O. 1/15/98 619-587-9900

CR2E034 (10/97)