

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

**FILED**  
**Jun 17, 1999 8:00 am**  
**Secretary of State**

06-17-1999 90005 043 \*\*\*550.00

PROFIT CORPORATION  
 ANNUAL REPORT  
**1999**



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

**DOCUMENT # F97000005632**

1. Corporation Name  
**HGG ACQUISITION CORP.**



Principal Place of Business

12 WEST MARKET ST  
 YORK PA 17405

Mailing Address

12 WEST MARKET ST  
 M-15036  
 YORK PA 17405

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

3. Date Incorporated or Qualified

10/27/1997

4. FEI Number

13-5580679 23-2959295

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

9. Name and Address of Current Registered Agent

UNITED CORPORATE SERVICES, INC.  
 801 NE 167TH ST., STE. 300  
 NORTH MIAMI BEACH FL 33162

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE CCEO  DELETE  
 NAME RIKLIS, MESHULAM  
 STREET ADDRESS 9560 WILSHIRE BLVD.  
 CITY-ST-ZIP BEVERLY HILLS CA 90212

TITLE D  DELETE  
 NAME YANOWICZ, PAUL  
 STREET ADDRESS 192 LEXINGTON AVE.  
 CITY-ST-ZIP NEW YORK NY 10106

TITLE D  DELETE  
 NAME BROSER, ARNOLD  
 STREET ADDRESS 5371 FISHER ISLAND DR.  
 CITY-ST-ZIP FISHER ISLAND FL 33109

TITLE P  DELETE  
 NAME WATKINS, TED  
 STREET ADDRESS 12 WEST MARKET ST  
 CITY-ST-ZIP YORK PA 17405

TITLE VT  DELETE  
 NAME WEINER, PAUL  
 STREET ADDRESS 12 WEST MARKET ST  
 CITY-ST-ZIP YORK PA 17405

TITLE S  DELETE  
 NAME MICHAELSON, ARTHUR M  
 STREET ADDRESS 633 THIRD AVE.  
 CITY-ST-ZIP NEW YORK NY 10017

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE  Change  Addition  
 1.2 NAME  
 1.3 STREET ADDRESS  
 1.4 CITY-ST-ZIP

2.1 TITLE  Change  Addition  
 2.2 NAME  
 2.3 STREET ADDRESS  
 2.4 CITY-ST-ZIP

3.1 TITLE  Change  Addition  
 3.2 NAME  
 3.3 STREET ADDRESS  
 3.4 CITY-ST-ZIP

4.1 TITLE  Change  Addition  
 4.2 NAME  
 4.3 STREET ADDRESS  
 4.4 CITY-ST-ZIP

5.1 TITLE  Change  Addition  
 5.2 NAME  
 5.3 STREET ADDRESS  
 5.4 CITY-ST-ZIP

6.1 TITLE  Change  Addition  
 6.2 NAME  
 6.3 STREET ADDRESS 530 FIFTH AVENUE  
 6.4 CITY-ST-ZIP NEW YORK NY 10036

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:

*Signature Required*  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

6/11/99

717-699-4135

Date

Daytime Phone #

CR2E034 (11/98)

577105-90005-43  
Doc F97000005032

RIKLIS FAMILY CORPORATION (Common Parent Corporation) 13-3083218

Attachment to the Affiliations Schedule Form 851 for the year ended 1/31/98

The following corporations that are filing a consolidated income tax return with their common parent corporation were reorganized during the year and underwent various name changes. As a result of the reorganization, the Internal Revenue Service also assigned new federal identification numbers (FEIN) to the following companies:

Corp No.	Old Corporation Name	Old FEIN	Reorganized Corporation Name	New FEIN	New Corporation Name
7	McCroy Corporation D-1-P	13-5580679	HGG Acquisition Corp.	23-2958295	McCroy Corporation
8	J. J. Newberry Co. D-1-P	13-5582913	HGG Acquisition J. J. Newberry Co.	23-2958297	J. J. Newberry Co.
9	McCroy Acquisition Corp. D-1-P	13-3318046	HGG Acquisition McCroy Acquisition Corporation	23-2958583	McCroy Acquisition Corporation
10	H. L. Green Properties Corp. D-1-P	13-6148423	HGG Acquisition H. L. Green Properties Corporation	23-2959586	H. L. Green Properties Corporation
11	Mack Realty Company D-1-P	25-1112132	HGG Acquisition Mack Realty Company	23-2958299	HGG Acquisition Mack Realty Company
12	G C Murphy Co. D-1-P	22-3024382	HGG Acquisition G C Murphy Co.	23-2959448	HGG Acquisition G C Murphy Co.
14	OLT-1 Corp D-1-P	13-3487438	HGG Acquisition OLT-1 Corp	23-2959493	OLT-1 Corp
15	H. L. Green Louisville Corp. D-1-P	13-6148412	HGG Acquisition H. L. Green Louisville Corporation	23-2959588	HGG Acquisition H. L. Green Louisville Corp.
17	T. G. & Y. Holdings, Inc. D-1-P	36-3413495	HGG Acquisition T. G. & Y. Holdings, Inc.	23-2959581	T. G. & Y. Holdings, Inc.
18	T. G. & Y. Stores Co. D-1-P	73-0536810	HGG Acquisition T. G. & Y. Stores Co.	23-2959301	T. G. & Y. Stores Co.
19	T. G. & Y. Realty Co. D-1-P	73-1106904	HGG Acquisition T. G. & Y. Realty Co.	23-2959575	T. G. & Y. Realty Co.
20	Gosselin Stores Co., Inc. D-1-P	73-0571476	HGG Acquisition Gosselin Stores Co., Inc.	23-2959574	HGG Acquisition Gosselin Stores Co., Inc.
21	Southwest Real Estate Corp. D-1-P	75-1161982	HGG Acquisition Southwest Real Estate Corporation	23-2959582	HGG Acquisition Southwest Real Estate Corp.
23	Household Merch. Overseas, Inc. D-1-P	36-2923453	HGG Acquisition Household Merch. Overseas, Inc.	23-2959580	HGG Acquisition Household Merch. Overseas, Inc.
24	S. D. Distributors, Inc. D-1-P	13-2687644	HGG Acquisition S. D. Distributors, Inc.	23-2959497	S. D. Distributors, Inc.
25	Kress-Alabaster, Inc. D-1-P	13-3051812	HGG Acquisition Kress-Alabaster, Inc.	23-2959498	Kress-Alabaster, Inc.
27	Kress-New Providence, Inc. D-1-P	13-3051813	HGG Acquisition Kress-New Providence, Inc.	23-2959492	Kress-New Providence, Inc.
28	McCroy Stores Corporation D-1-P	23-2694885	HGG Acquisition McCroy Stores Corporation	23-2959576	McCroy Stores Corporation
29	Masow No. Two, Inc. D-1-P	13-3076106	HGG Acquisition Masow No. Two, Inc.	23-2959564	Masow No. Two, Inc.
30	Masow No. Three, Inc. D-1-P	13-3076104	HGG Acquisition Masow No. Three, Inc.	23-2959565	Masow No. Three, Inc.
31	S. Klein Department Stores, Inc. D-1-P	13-5503018	HGG Acquisition S. Klein Department Stores, Inc.	23-2959438	HGG Acquisition S. Klein Dept. Stores, Inc.
33	Cust. Integ. Sys. for Logistics, Inc. D-1-P	13-3519717	HGG Acquisition Cust. Integ. Sys. for Logistics, Inc.	23-2959496	Cust. Integ. Sys. for Logistics, Inc.
34	Franklin Stores Corp. of Longview, Inc. D-1-P	13-5625352	HGG Acquisition Franklin Stores Corp. of Longview, Inc.	23-2959571	Franklin Stores Corp. of Longview, Inc.
35	Second View Company, Inc. D-1-P	13-2903147	HGG Acquisition Second View Company, Inc.	23-2959569	Second View Company, Inc.
36	Franklin 1203 Lubbock Corporation D-1-P	13-5625400	HGG Acquisition Franklin 1203 Lubbock Corporation	23-2959573	Franklin 1203 Lubbock Corporation
37	Starlight Advertising Agency, Inc. D-1-P	23-2973918	HGG Acquisition Starlight Advertising Agency, Inc.	23-2959578	Starlight Advertising Agency, Inc.
38	OLT-W Corp D-1-P	13-3487754	HGG Acquisition OLT-W Corp	23-2959494	OLT-W Corp