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May 11, 1999 8:00 am
Secretary of State

05-11-1999 90032 042 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F98000001629

1. Corporation Name
 CONTINENTAL CARPET CLEANING, INC.



Principal Place of Business: 640-A ENTERPRISE DR. LEWIS CENTER OH 43035-9441
 Mailing Address: 640-A ENTERPRISE DR. LEWIS CENTER OH 43035-9441

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 03/23/1998
 4. FEI Number: 98-0126742 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: 21
 Suite, Apt. #, etc.: 22
 City & State: 23
 Zip: 24
 Country: 25
 2a. Mailing Address: 26
 Suite, Apt. #, etc.: 27
 City & State: 28
 Zip: 29
 Country: 30

9. Name and Address of Current Registered Agent: SHEETS, JAMES, 6091 JOHNS RD., STE. 5, TAMPA FL 33634
 10. Name and Address of New Registered Agent: 81 Name, 82 Street Address (P.O. Box Number is Not Acceptable), 83, 84 City, 85 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HUNT, JEFFREY	1.2 NAME	SEE ATTACHED
STREET ADDRESS	2315 ST. LAURENT BLVD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	OTTAWA, ONTARIO CANADA K1G -4J8	1.4 CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	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 on an attachment with an address, with all other like empowered.

SIGNATURE: Susan Penway 4/20/99 847-286-9028
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

Sears Carpet and Upholstery Care, Inc.
Officers and Directors

544924-9003242

F98000001629

Officer

<u>Officer</u>	<u>Title</u>	<u>Business Address</u>
Michael J. Tower	Chief Executive Officer	3333 Beverly Rd. Hoffman Estates, IL 60179
John Hassey	President and Treasurer	3333 Beverly Rd. Hoffman Estates, IL 60179
Terry Lenkey	Vice President	3333 Beverly Rd. Hoffman Estates, IL 60179
Robert Guttman	Secretary	3333 Beverly Rd. Hoffman Estates, IL 60179
Theodore Witcher	Secretary	640 Enterprise Dr., Lewis Center, OH 43035
Simon Blake	Assistant Secretary	640 Enterprise Dr., Lewis Center, OH 43035
Wes Dvorak	Assistant Secretary	640 Enterprise Dr., Lewis Center, OH 43035

Director

Robert Guttman	Director	3333 Beverly Rd. Hoffman Estates, IL 60179
Michael J. Tower	Director	3333 Beverly Rd. Hoffman Estates, IL 60179
Michael C. Toll	Director	3333 Beverly Rd. Hoffman Estates, IL 60179

SEARS CARPET AND UPHOLSTERY CARE, INC.
DELEGATION OF AUTHORITY

544924-9003242
F98000001629

Pursuant to the authority vested in me by the Board of Directors of SEARS CARPET AND UPHOLSTERY CARE, INC., I, Michael Tower, Chief Executive Officer, hereby appoint and designate

Carol W. Garnant
Vice President, Taxes

Susan Penway,
Director, State Income and
Franchise Taxes


of Sears, Roebuck and Co. or its subsidiaries to sign, execute and deliver on behalf of and in the name of the Corporation with respect to every state of the United States, and any jurisdiction therein and the District of Columbia, any of the following instruments:

1. State Income Tax Returns, Franchise Tax Returns and Annual Reports.
2. Pleadings, bonds, petitions, affidavits and other documents administrative proceedings, and/or audits including all state and and instruments pertaining to the conduct of litigation, local income and franchise taxes.

All previous Delegations of Authority relating to the same subject matter to the within-named persons are hereby revoked and superseded.

This Delegation of Authority shall become effective upon the date hereof and shall continue in effect thereafter so long as the within-named persons remain in the above-designated position or until revoked by myself or the President or the Board of Directors of the Corporation. The termination of this Delegation of Authority shall not invalidate any of the above-mentioned instruments which may have been executed and delivered during the effective term hereof.

IN WITNESS WHEREOF, the undersigned has set his hand as Chief Executive Officer, this 21st day of April, 1999.


Michael Tower
Chief Executive Officer
Sears Carpet and
Upholstery Care, Inc.

ATTEST: _____
SECRETARY