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Apr 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P11068 (4)
1. Corporation Name
COACH STORES, INC.



Principal Place of Business Mailing Address
% SARA LEE CORP. TAX DEPT. THREE FIRST NATIONAL PLAZA CHICAGO IL 60602

3. Date Incorporated or Qualified 08/11/1986
3a. Date of Last Report 04/30/1996
4. FEI Number 36-3392403 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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 P DELETED
NAME DEMBART, GARY
STREET ADDRESS 516 WEST 34TH
CITY-ST-ZIP NEW YORK NY
TITLE S DELETED
NAME JEFFREY, RICHARD
STREET ADDRESS 516 W. 34TH
CITY-ST-ZIP NEW YORK NY
TITLE V DELETED
NAME MEIER, DONALD L.
STREET ADDRESS THREE FIRST NATIONAL PLZ
CITY-ST-ZIP CHICAGO IL
TITLE VD DELETED
NAME HOFFMAN, FLOYD G.
STREET ADDRESS THREE FIRST NATIONAL PLZ
CITY-ST-ZIP CHICAGO IL
TITLE VPT DELETED
NAME CULHANE, MAUREEN M
STREET ADDRESS THREE FIRST NATIONAL PL
CITY-ST-ZIP CHICAGO IL
TITLE DELETED
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE President Change Addition
1.2 NAME Lewis Frankfort
1.3 STREET ADDRESS 516 W 34th
1.4 CITY-ST-ZIP New York, NY 10001
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 VD
4.2 NAME Roderick Palmore Change Addition
4.3 STREET ADDRESS Three Frist National Plaza
4.4 CITY-ST-ZIP Chicago, IL 60602-4261
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 do 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] DATE: 3/25/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)

COACH STORES, INC.

OFFICERS AND DIRECTORS

NAME	TITLE	SS#	ADDRESS
Lewis Frankfort[8]	President	041-46-5308	Information available at taxpayer's office
Michael A. Allen[8]	Vice President	135-54-2943	409 Glenbrook Road, Stamford, CT 06906
Jonathan Bernstein[8]	Vice President	075-36-7130	98 Southfield Ave, #601, Stamford, CT 06902
Maxine Fechter[8]	Vice President	339-36-0664	21 Mereland Road, New Rochelle, NY 10804
Christopher Flore[8]	Vice President	321-30-3389	Information available at taxpayer's office
Gary C. Grom[1]	Vice President	060-38-8464	21676 N. Timber Ridge Ct., Kildeer, IL 60047
Donald L. Meier[1]	Vice President	137-40-9916	400 E. Randolph, #1717, Chicago, IL 60601
Janet L. Kelly[1]	Vice President & Asst. Secretary	395-50-1617	9 Brokaw Lane, Great Neck, NY 11023
Melvin L. Orten[8]	Vice President & Asst. Secretary	324-32-8513	16 Staats Farm Road, Belle Mead, NJ 08502
Richard Jeffrey[8]	Vice President & Secretary	152-36-7287	2440 Lakeview Avenue, Chicago, IL 60614
Maureen Murray Cuffhane[1]	Vice President & Treasurer	342-40-0504	1850 185th Street, Lansing, IL 60438
James C. Clousing[1]	Assistant Secretary	104-56-1591	638 Oakhurst Dr., Naperville, IL 60540
Vincent F. Coffey[1]	Assistant Secretary	055-38-6729	Information available at taxpayer's office
Kathleen M Cronin[1]	Assistant Secretary	104-46-1654	418 N. Stewart Ave., Lombard, IL 60148
Edward Cumme[1]	Assistant Secretary	244-94-9005	3609 Wickerham Lane, Winston-Salem, NC 27106
Arthur J. DeBaugh[2]	Assistant Secretary	332-36-3450	11 Baines Road, Harrison, NY 10520
Diane M. Einhorn [8]	Assistant Secretary	361-66-2743	1421 West Russell Court, Arlington Hts., IL 60005
James Hafn[1]	Assistant Secretary	279-84-4486	Information available at taxpayer's office
R Henry Kleeman[1]	Assistant Secretary	185-44-7383	1227 Shelter Cove, Winston-Salem, NC 27106
Leon E. Porter, Jr.[2]	Assistant Secretary	319-40-8745	Information available at taxpayer's office
David E Schreimann[1]	Assistant Secretary		150 Michaux, Riverside, IL 60546
Douglas F. Zak[1]	Assistant Secretary		10600 Great Egret Dr., Orland Park, IL 60462
Jacqueline Ziemba-Brown[1]	Assistant Secretary		1178 South Plymouth Ct., JMW, Chicago, IL 60605
JoAnn D. Burkholder[1]	Assistant Treasurer		507 N. Euclid, Oak Park, IL 60302
Roderick Palmore[1]	Director		1230 Wilson Dr., Lake Forest, IL 60045
R Henry Kleeman[1]	Director		

[1] Business address - Sara Lee Corporation, Three First National Plaza, Chicago, IL 60602

[2] Business address - Sara Lee Corporation, 470 Hanes Mill Road, Winston-Salem, NC 27105

[8] Business address - Coach Leatherware, 516 W. 34th Street, New York, NY 10001