

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

FILED
Apr 16 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 815898 (2)
1. Corporation Name
CLAIRE'S STORES, INC.

Principal Place of Business 3 S.W. 129TH AVE., SUITE 400 P.O. BOX 9312 PEMBROKE PINES FL 33027	Mailing Address 3 S.W. 129TH AVE., SUITE 400 P.O. BOX 9312 PEMBROKE PINES FL 33027
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/05/1962	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-0940416	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

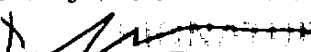
9. Name and Address of Current Registered Agent SCHAEFER, ROWLAND 3 SW 129TH AVE., SUITE 400 PEMBROKE PINES FL 33027				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				FL	85 Zip Code

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	SD	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERRITT, H E	1.2 NAME	
STREET ADDRESS	22500 FIRST UNION FINANCIAL CENTER	1.3 STREET ADDRESS	1221 Brickell Avenue
CITY-ST-ZIP	HOFFMAN ESTATES FL	1.4 CITY-ST-ZIP	Miami, FL 33131
TITLE	T	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAPLAN, IRA D.	2.2 NAME	
STREET ADDRESS	3 SW 129TH AVE #400	2.3 STREET ADDRESS	
CITY-ST-ZIP	PEMBROKE PINES FL	2.4 CITY-ST-ZIP	
TITLE	PD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHAEFER, ROWLAND	3.2 NAME	
STREET ADDRESS	3 SW 129TH AVE #400	3.3 STREET ADDRESS	
CITY-ST-ZIP	PEMBROKE PINES FL	3.4 CITY-ST-ZIP	
TITLE	VD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHAEFER, SYLVIA	4.2 NAME	
STREET ADDRESS	3 SW 129TH AVE #400	4.3 STREET ADDRESS	
CITY-ST-ZIP	PEMBROKE PINES FL	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLER, BRUCE G.	5.2 NAME	
STREET ADDRESS	3 SE 129TH AVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	PEMBROKE PINES FL	5.4 CITY-ST-ZIP	
TITLE		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.

SIGNATURE:  IRA KAPLAN / Treasurer 4/9/98 (954) 433-3900

CR2E034 (10/97)