FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT

1996

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

DOCUMENT # **836883** **(9)**

1. Corporation Name

COUNTY SEAT STORES, INC.

Principal Place of Business

6535 CITY WEST PKWY
EDEN PRAIRIE MN 55344

Mailing Address

6585 CITY WEST PKWY
EDEN PRAIRIE MN 55344

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

3. Date Incorporated or Qualified: **08/18/1976**

3a. Date of Last Report: **05/01/1995**

4. FEI Number: **41-1272706** [ ] 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

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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's signature required for resignation) — DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	[ ] DELETE
NAME	PARKER, BARRY	
STREET ADDRESS	6519 RIVERVIEW LANE	
CITY-ST-ZIP	DALLAS TX	
TITLE	VSD	[ ] DELETE
NAME	CABRERA, LOUIS	
STREET ADDRESS	5818 BENT CREEK TRAIL	
CITY-ST-ZIP	DALLAS TX	
TITLE	T	[ ] DELETE
NAME	TOMECHKO, EDWARD A.	
STREET ADDRESS	4105 HILLCREST ROAD	
CITY-ST-ZIP	DEEPHAVEN MN	
TITLE	VAS	[X] DELETE
NAME	TAYLOR, JUDITH A.	
STREET ADDRESS	6108 ARTIC WAY	
CITY-ST-ZIP	EDINA MN	
TITLE	D	[ ] DELETE
NAME	JAMES, HAMILTON E.	
STREET ADDRESS	1001 PARK AVE., APT. 15	
CITY-ST-ZIP	NEW YORK NY	
TITLE	AS	[ ] DELETE
NAME	SHARPIRO, ROBERT A.	
STREET ADDRESS	2504 PELICAN BAY	
CITY-ST-ZIP	PIANO TX	

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	VS	[X] Change	[ ] Addition
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE	VT	[X] 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	VAS	[X] Change	[ ] Addition
6.2 NAME			
6.3 STREET ADDRESS			
6.4 CITY-ST-ZIP			

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: Edward A. Tomechko Sr.V.P./CFO 4/2/96 612/829-1996
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — DATE — DAYTIME PHONE #

CR2E034 (12/95)