SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: $225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $375.)

PROFIT CORPORATION ANNUAL REPORT
1996

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

DOCUMENT # **840692** **(8)**

1. Corporation Name
MOTHERHOOD MATERNITY SHOPS, INC.

Principal Place of Business	Mailing Address
390 N SEPULVEDA BLVD #3000 EL SEGUNDO CA 90245-1474	390 N SEPULVEDA BLVD #3000 EL SEGUNDO CA 90245-1474

3. Date Incorporated or Qualified: 05/19/1978
3a. Date of Last Report: 05/16/1995

2. Principal Place of Business	2a. Mailing Address
21 456 North Fifth St	26 456 North 5th St.
Suite, Apt. #, etc 22	Suite, Apt. #, etc 27
City & State 23 Philadelphia PA	City & State 28 Philadelphia PA
Zip / Country 24 19123 / 25 USA	Zip / Country 29 19123 / 30 USA

4. FEI Number: 95-3146484 ☐ 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	10. Name and Address of New Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301	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] 7-12-96
Signature, typed or printed name of officer, board agent and official capacity (NOTE: Registered Agent signature required when name changed) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	PD / SHANSBY, GARY / 3080 PACIFIC AVE. / SAN FRANCISCO CA	☑ DELETE	11 TITLE / 12 NAME / 13 STREET ADDRESS / 14 CITY-ST-ZIP	President / Rebecca Matthias / 224 W Washington Square / Philadelphia, PA 19123	☐ Change ☑ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	S / ESSERMAN, CHARLES / 1056 KRISTIN AVE / ORINDA CA	☑ DELETE	21 TITLE / 22 NAME / 23 STREET ADDRESS / 24 CITY-ST-ZIP	Secretary / Dan Matthias / 224 W Washington Square / Philadelphia, PA 19123	☐ Change ☑ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VP / WATANABE, NEIL / 390 N. SEPLVEDA BVD / EL SEGUNDO CA	☑ DELETE	31 TITLE / 32 NAME / 33 STREET ADDRESS / 34 CITY-ST-ZIP	CFO / Tom Frank / 56 Round Hill Road / Levittown PA 19056	☐ Change ☑ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D / SHANSBY, GARY / 3080 PACIFIC AV. / SAN FRANSISCO CA	☑ DELETE	41 TITLE / 42 NAME / 43 STREET ADDRESS / 44 CITY-ST-ZIP		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D / ESSERMAN, CHARLES / 105 KRISTIN LANE / ORINDA CA	☑ DELETE	51 TITLE / 52 NAME / 53 STREET ADDRESS / 54 CITY-ST-ZIP		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D / CLARK, DONALD / 250 MONTGOMERY ST / SAN FRANCISCO, CA	☑ DELETE	61 TITLE / 62 NAME / 63 STREET ADDRESS / 64 CITY-ST-ZIP		☐ Change ☐ Addition

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)(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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [signature] 7-12-96 215-873-2200
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (3/96)