

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

FILED
May 13 1998 8:00am
Secretary of State

| | | |
|---|---|--|
| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|---|---|--|

DOCUMENT # 851333 (5)
1. Corporation Name
ESPRIT DE CORP.

Principal Place of Business
900 MINNESOTA
SAN FRANCISCO CA 94107

Mailing Address
900 MINNESOTA
SAN FRANCISCO CA 94107

DO NOT WRITE IN THIS SPACE

| | | |
|---|--------------------------------|-------------------------------|
| 3. Date Incorporated or Qualified 12/21/1981 | 4. FEI Number 94-1712873 | Applied For Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required | |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees | |
| 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

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

| | |
|---|---|
| 9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324 | |
| 81 Name | 82 Street Address (P.O. Box Number is Not Acceptable) |
| 83 | 84 City |
| 85 | Zip Code |

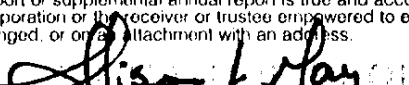
| | |
|--|---|
| 10. Name and Address of New Registered Agent | |
| 81 Name | 82 Street Address (P.O. Box Number is Not Acceptable) |
| 83 | 84 City |
| 85 | Zip Code |

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 | CFD | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | MAY, ALISON | 1.2 NAME | |
| STREET ADDRESS | 900 MINNESOTA STREET | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | SAN FRANCISCO CA | 1.4 CITY-ST-ZIP | |
| TITLE | CEO | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | MARGOLIS, JAY | 2.2 NAME | |
| STREET ADDRESS | 900 MINNESOTA STREET | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | SAN FRANCISCO CA | 2.4 CITY-ST-ZIP | |
| TITLE | VS | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | ANDERSEN, KATHLEEN C. | 3.2 NAME | Secretary |
| STREET ADDRESS | 900 MINNESOTA STREET | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | SAN FRANCISCO CA | 3.4 CITY-ST-ZIP | |
| TITLE | VP | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | DAMEN, JANET | 4.2 NAME | Chief Information Officer |
| STREET ADDRESS | 900 MINNESOTA STREET | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | SAN FRANCISCO CA | 4.4 CITY-ST-ZIP | |
| TITLE | D | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | KARSCH, BRUCE | 5.2 NAME | |
| STREET ADDRESS | 550 S HOPE ST, 22ND FLOOR | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | LOS ANGELES CA | 5.4 CITY-ST-ZIP | |
| TITLE | D | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | WACHTELL, PATTY | 6.2 NAME | |
| STREET ADDRESS | 550 S HOPE ST 22ND FLOOR | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | LOS ANGELES CA | 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:  4/27/98 (415) 550-3928

CR2E034 (10/97)