

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

FILED
Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90157 046 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 851333

1. Corporation Name
ESPRIT DE CORP.



Principal Place of Business 900 MINNESOTA SAN FRANCISCO CA 94107	Mailing Address 900 MINNESOTA SAN FRANCISCO CA 94107
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21		2a. Mailing Address 26		3. Date Incorporated or Qualified 12/21/1981	
Suite, Apt. #, etc. 22		Suite, Apt. #, etc. 27		4. FEI Number 94-1712873	
City & State 23		City & State 28		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip 24		Country 25		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Country 29		Zip 30		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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	
		85 Zip Code FL	

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	CFO <input type="checkbox"/> DELETE	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	CEOD <input type="checkbox"/> DELETE	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	S <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ANDERSEN, KATHLEEN C.	3.2 NAME	Christopher Nordquist
STREET ADDRESS	900 MINNESOTA STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA	3.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAMEN, JANET	4.2 NAME	
STREET ADDRESS	900 MINNESOTA STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	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 <input type="checkbox"/> DELETE	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, with all other like empowered.

SIGNATURE: *Polly Boe* *Polly Boe* *4/20/99* *415-550-3797*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

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CR2E034 (1/98)