

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

Pg 1/2

PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 853217 (8)

1. Corporation Name

COPPER PENNY CORPORATION



Principal Place of Business	Mailing Address
525 N BRAND BLVD 3RD FLOOR GLENDALE CA 91203	525 N BRAND BLVD 3RD FLOOR GLENDALE CA 91203

3. Date Incorporated or Qualified 06/22/1982	3a. Date of Last Report 05/01/1995
4. FEI Number 95-2812361	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 has liability for intangible tax under s 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

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 signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HERZER, RICHARD K.	1.2 NAME	
STREET ADDRESS	525 N BRAND BLVD, 3RD FLR	1.3 STREET ADDRESS	
CITY - ST - ZIP	GLENDALE CA	1.4 CITY - ST - ZIP	Glendale, CA 91203
TITLE	VTD <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SILNY, FREDERICK G	2.2 NAME	
STREET ADDRESS	525 N BRAND BLVD, 3RD FLR	2.3 STREET ADDRESS	
CITY - ST - ZIP	GLENDALE CA	2.4 CITY - ST - ZIP	Glendale, CA 91203
TITLE	SV <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEISBERGER, MARK D	3.2 NAME	
STREET ADDRESS	525 N BRAND BLVD, 3RD FLR	3.3 STREET ADDRESS	
CITY - ST - ZIP	GLENDALE CA	3.4 CITY - ST - ZIP	Glendale, CA 91203
TITLE	AD <input checked="" type="checkbox"/> DELETE	4.1 TITLE	Change <input checked="" type="checkbox"/> Addition
NAME	LAVENDER, CAROL	4.2 NAME	Assistant Secretary
STREET ADDRESS	525 N. BRAND BLVD., 3RD FLOOR	4.3 STREET ADDRESS	Sotomayor, Jess E.
CITY - ST - ZIP	GLENDALE CA	4.4 CITY - ST - ZIP	525 N. Brand Blvd., 3rd Floor Glendale, CA 91203
TITLE	AS <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERG-WILSON, ELAYNE (ASST	5.2 NAME	Berg-Wilson, Elayne
STREET ADDRESS	525 N BRAND BLVD, 3RD FLR	5.3 STREET ADDRESS	
CITY - ST - ZIP	GLENDALE CA	5.4 CITY - ST - ZIP	Glendale, CA 91203
TITLE	AT <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AGORRILLA, BULAKLAK T (AS	6.2 NAME	Agorrilla, Bulaklak T.
STREET ADDRESS	525 N BRAND BLVD, 3RD FLR	6.3 STREET ADDRESS	
CITY - ST - ZIP	GLENDALE CA	6.4 CITY - ST - ZIP	Glendale, CA 91203

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:

*Bulaklak T. Agorrilla*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR  
Bulaklak T. Agorrilla, Assistant Treasurer, Texas

4/23/96 (818) 240-6055

Daytime Phone #

CR2E034 (12/95)

Ps 282

Copper Penny Corporation  
Federal I.D. No.: 95-2812361  
Year: 1996

Florida Corporation Annual Report  
Block 12 (continuation) - Officers & Directors List

Name	Title	Business Address
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OFFICERS		
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Dennis M. Leifheit	Exec. Vice President - Operations & COO	525 N. Brand Blvd., 3rd Floor Glendale, CA 91203
Stephen T. Pettise	Vice President-Marketing	Same As Above
Anna Ulvan	Vice President-Franchise	Same As Above
Michael B. Rose	Vice President-Development	Same As Above
Naomi K. Shively	Vice President - Human Resources	Same As Above
Lyman Bowe	Vice President - Operations - West	3030 LBJ Fwy #840/LB #51 Dallas, TX 75234
Gene A. Scott	Assistant Treasurer- Controller	525 N. Brand Blvd., 3rd Floor Glendale, CA 91203