

4-25-97 10-5489 C  
FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED  
Apr 25 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



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

DOCUMENT # 853217 (8)

1. Corporation Name  
COPPER PENNY CORPORATION

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

Mailing Address  
525 N BRAND BLVD 3RD FLOOR  
GLENDALE CA 91203-1803



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/22/1982	3a. Date of Last Report 04/30/1996
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 95-2812361	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
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)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	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	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	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	AS	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SOTOMAYOR, JESS E	4.2 NAME	
STREET ADDRESS	525 N. BRAND BLVD., 3RD FLOOR	4.3 STREET ADDRESS	
CITY-ST-ZIP	GLENDALE CA	4.4 CITY-ST-ZIP	Glendale CA 91203
TITLE	AS	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERG-WILSON, ELAYNE	5.2 NAME	
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	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AGORRILLA, BULAKLAK T	6.2 NAME	
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 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: By: Bulaklak T. Agorrilla Bulaklak T. Agorrilla Asst. Treasurer-Taxes  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date (818)240-8155

CR2E034 (9/96)

COPPER PENNY CORPORATION  
LIST OF OFFICERS AND DIRECTORS

Apr-97

Name	Title	Business Address
<u>OFFICERS</u>		
Dennis M. Leifheit	Exec. Vice President - Operations & COO	525 N. Brand Blvd. 3rd Flr. Glendale, CA 91203
Anna G. Ulvan	Vice President-Franchise	Same As Above
Richard C. Celio	Vice President-Development	Same As Above
Naomi K. Shively	Vice President - Human Resources	Same As Above
Susan H. Hernandez	Vice President-Marketing	Same As Above
Lyman C. Bowe	Vice President - Operations - East	3030 LBJ Fwy #840/LB #51 Dallas, TX 75234
Rand M. Ferris	Vice President - Operations - West	525 N. Brand Blvd., 3rd Floor Glendale, CA 91203
Gene A. Scott	Assistant Treasurer- Controller	Same As Above
<u>DIRECTORS</u> -----		
Richard K. Herzer	525 N. Brand Blvd., 3rd Floor Glendale, CA 91203	
Frederick G. Silny	525 N. Brand Blvd., 3rd Floor Glendale, CA 91203	