

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

**FILED**  
**Apr 01 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F93000002763 (1)**  
 1. Corporation Name  
**NO FRILLS, INC.**

Principal Place of Business <b>% THE BANK OF NEW YORK                  48 WALL ST. 16TH FLR                  NEW YORK NY 10286                  US</b>	Mailing Address <b>% THE BANK OF NEW YORK                  48 WALL ST. 16TH FLR                  NEW YORK NY 10286                  US</b>
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DO NOT WRITE IN THIS SPACE

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

<b>3.</b> Date Incorporated or Qualified <b>06/04/1993</b>
<b>4.</b> FEI Number <b>06-1312839</b>
<b>5.</b> Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>
<b>6.</b> Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>
<b>8.</b> This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**9. Name and Address of Current Registered Agent**  
**VOIGHT, JOHN D ESO  
 DOUMAR CURTIS CROSS LAYSTROM & PERLOFF  
 1177 S.E. 3RD AVENUE  
 FORT LAUDERDALE FL 33316**

**10. Name and Address of New Registered Agent**

<b>81</b> Name
<b>82</b> Street Address (P.O. Box Number is Not Acceptable)
<b>83</b>
<b>84</b> City
<b>85</b> 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**

TITLE	<b>PD</b>	<input type="checkbox"/> DELETE
NAME	<b>DIETZ, HAROLD T</b>	
STREET ADDRESS	<b>48 WALL STREET</b>	
CITY-ST-ZIP	<b>NEW YORK NY</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>KRAUS, DAVID P</b>	
STREET ADDRESS	<b>48 WALL STREET</b>	
CITY-ST-ZIP	<b>NEW YORK NY</b>	
TITLE	<b>P</b>	<input type="checkbox"/> DELETE
NAME	<b>SLANE, MARK R</b>	
STREET ADDRESS	<b>48 WALL STREET, 16TH FLOOR</b>	
CITY-ST-ZIP	<b>NEW YORK NY</b>	
TITLE	<b>V</b>	<input type="checkbox"/> DELETE
NAME	<b>LEARY, JOSEPH F.</b>	
STREET ADDRESS	<b>48 WALL ST, 16TH FLR</b>	
CITY-ST-ZIP	<b>NEW YORK NY</b>	
TITLE	<b>S</b>	<input type="checkbox"/> DELETE
NAME	<b>MCSWIGGAN, JACQUELINE R.</b>	
STREET ADDRESS	<b>48 WALL STREET</b>	
CITY-ST-ZIP	<b>NEW YORK NY</b>	
TITLE	<b>T</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>SCRAGG, WILLIAM M.</b>	
STREET ADDRESS	<b>48 WALL STREET</b>	
CITY-ST-ZIP	<b>NEW YORK NY</b>	

**13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12**

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<b>Vice President</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<b>Treasurer &amp; Vice President</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	<b>Jeremias, William</b>
6.3 STREET ADDRESS	<b>48 Wall Street</b>
6.4 CITY-ST-ZIP	<b>New York, New York</b>

**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: *Joseph F. Leary*

CR2E034 (10/97)