

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

**FILED**  
**May 06, 1999 8:00 am**  
**Secretary of State**

05-06-1999 90249 036 \*\*\*150.00

|                                                                  |                                                                                   |                                                                                                                        |
|------------------------------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|
| <b>PROFIT CORPORATION</b><br><b>ANNUAL REPORT</b><br><b>1999</b> |  | <b>FLORIDA DEPARTMENT OF STATE</b><br><b>Katherine Harris</b><br>Secretary of State<br><b>DIVISION OF CORPORATIONS</b> |
|------------------------------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|

**DOCUMENT # F95000000614**

1. Corporation Name  
**GARDEN BOTANIKA, INC.**

|                                                                                   |                                                                    |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------|
| Principal Place of Business<br><b>8624 154 AVE NE<br/>REDMOND WA 98052<br/>US</b> | Mailing Address<br><b>8624 154 AVE<br/>REDMOND WA 98052<br/>US</b> |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------|



DO NOT WRITE IN THIS SPACE

|                                |         |                     |         |                                                                                                                                      |                                                        |
|--------------------------------|---------|---------------------|---------|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 2. Principal Place of Business |         | 2a. Mailing Address |         | 3. Date Incorporated or Qualified<br><b>02/06/1995</b>                                                                               |                                                        |
| <b>21</b>                      |         | <b>26</b>           |         | 4. FEI Number<br><b>91-1464962</b>                                                                                                   | Applied For<br><input type="checkbox"/> Not Applicable |
| Suite, Apt. #, etc.            |         | Suite, Apt. #, etc. |         | 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>                                      |                                                        |
| <b>22</b>                      |         | <b>27</b>           |         | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>                   |                                                        |
| City & State                   |         | City & State        |         | 8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No |                                                        |
| <b>23</b>                      |         | <b>28</b>           |         | <b>24</b>                                                                                                                            |                                                        |
| Zip                            | Country | Zip                 | Country | <b>30</b>                                                                                                                            |                                                        |

|                                                                                                   |  |                                                       |             |
|---------------------------------------------------------------------------------------------------|--|-------------------------------------------------------|-------------|
| 9. Name and Address of Current Registered Agent                                                   |  | 10. Name and Address of New Registered Agent          |             |
| <b>C T CORPORATION SYSTEM</b><br><b>1200 SOUTH PINE ISLAND ROAD</b><br><b>PLANTATION FL 33324</b> |  | 81 Name                                               |             |
|                                                                                                   |  | 82 Street Address (P.O. Box Number is Not Acceptable) |             |
|                                                                                                   |  | 83                                                    |             |
|                                                                                                   |  | 84 City                                               | 85 Zip Code |
|                                                                                                   |  | <b>FL</b>                                             |             |

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                      | PC <input checked="" type="checkbox"/> DELETE | 1.1 TITLE                                             | P/D <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | LUCE, MICHAEL W                               | 1.2 NAME                                              | Arlee J. Jensen                                                       |
| STREET ADDRESS             | 8624 154TH AVENUE N.E.                        | 1.3 STREET ADDRESS                                    | 8624 154th Ave NE                                                     |
| CITY-ST-ZIP                | REDMOND WA 98052                              | 1.4 CITY-ST-ZIP                                       | Redmond, WA 98052                                                     |
| TITLE                      | V <input checked="" type="checkbox"/> DELETE  | 2.1 TITLE                                             | V/D <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | JENSEN, ARLEE                                 | 2.2 NAME                                              | George W. Newman                                                      |
| STREET ADDRESS             | 8624 154TH AVENUE N.E.                        | 2.3 STREET ADDRESS                                    | 8624 154th Ave NE                                                     |
| CITY-ST-ZIP                | REDMOND WA 98052                              | 2.4 CITY-ST-ZIP                                       | Redmond, WA 98052                                                     |
| TITLE                      | SD <input checked="" type="checkbox"/> DELETE | 3.1 TITLE                                             | V <input type="checkbox"/> Change <input type="checkbox"/> Addition   |
| NAME                       | BROTMAN, JEFFREY H                            | 3.2 NAME                                              | Jeffrey M. Hare                                                       |
| STREET ADDRESS             | 10809 120TH AVENUE N.E.                       | 3.3 STREET ADDRESS                                    | 4755-A Zinfandel Ct                                                   |
| CITY-ST-ZIP                | KIRKLAND WA 98033                             | 3.4 CITY-ST-ZIP                                       | Ontario, CA 91761                                                     |
| TITLE                      | D <input checked="" type="checkbox"/> DELETE  | 4.1 TITLE                                             | V <input type="checkbox"/> Change <input type="checkbox"/> Addition   |
| NAME                       | RANDALL, W B                                  | 4.2 NAME                                              | John A. Garruto                                                       |
| STREET ADDRESS             | 2724 LOKER AVE W                              | 4.3 STREET ADDRESS                                    | 4168 Avenida de la Plata                                              |
| CITY-ST-ZIP                | CARLSBAD CA 92008                             | 4.4 CITY-ST-ZIP                                       | Oceanside, CA 92056                                                   |
| TITLE                      | V <input checked="" type="checkbox"/> DELETE  | 5.1 TITLE                                             | D <input type="checkbox"/> Change <input type="checkbox"/> Addition   |
| NAME                       | FISHER, MICHAEL                               | 5.2 NAME                                              | Michael W. Luce                                                       |
| STREET ADDRESS             | 8624 154TH AVE NE                             | 5.3 STREET ADDRESS                                    | 19945 NE 129th St                                                     |
| CITY-ST-ZIP                | REDMOND WA 98052                              | 5.4 CITY-ST-ZIP                                       | Woodinville, WA 98072                                                 |
| TITLE                      | D <input checked="" type="checkbox"/> DELETE  | 6.1 TITLE                                             | D <input type="checkbox"/> Change <input type="checkbox"/> Addition   |
| NAME                       | GALLAGHER, GERALD R                           | 6.2 NAME                                              | Kern Gillette                                                         |
| STREET ADDRESS             | 4550 NORWEST CENTER, 90 S. 7TH STREET         | 6.3 STREET ADDRESS                                    | 2108 NW 199th St                                                      |
| CITY-ST-ZIP                | MINNEAPOLIS MN 55402                          | 6.4 CITY-ST-ZIP                                       | Shoreline, WA 98177                                                   |

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: \_\_\_\_\_ George W. Newman 4/30/99 (425)881-9603

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)

0560869