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

PROFIT CORPORATION ANNUAL REPORT

1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 JUN -9 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F95000001259

1. Corporation Name
HOMEPLACE STORES, INC.

Principal Place of Business	Mailing Address
7887 HUB PARKWAY FINANCE DEPT VALLEY VIEW OH 44125 US	7887 HUB PARKWAY FINANCE DEPT VALLEY VIEW OH 44125 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

3. Date Incorporated or Qualified
03/16/1995

4. FEI Number
34-1776170
[ ] Applied For
[ ] Not Applicable

5. Certificate of Status Desired [ ] **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] **$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax [ ] Yes [ ] No

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
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 **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 JENNIFER F AULTMAN ASSISTANT SECRETARY 4-7-99
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required) (DATE)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	~~CEO~~ CHAIRMAN	[ ] DELETE	11 TITLE	[ ] Change [ ] Addition
NAME	HURWITZ, ROBERT		12 NAME	
STREET ADDRESS	19 PEPPERCREEK DR.		13 STREET ADDRESS	
CITY-ST-ZIP	PEPPER PIKE OH 44124		14 CITY-ST-ZIP	
TITLE	P CEO	[ ] DELETE	21 TITLE	[ ] Change [ ] Addition
NAME	POLLOCK, LARRY		22 NAME	
STREET ADDRESS	18100 S PARK BLVD		23 STREET ADDRESS	
CITY-ST-ZIP	SHAKER HEIGHTS OH 44120		24 CITY-ST-ZIP	
TITLE	VP	[ ] DELETE	31 TITLE	[ ] Change [ ] Addition
NAME	KLUG, STEVE		32 NAME	
STREET ADDRESS	7887 HUB PKWY		33 STREET ADDRESS	
CITY-ST-ZIP	VALLEY VIEW OH		34 CITY-ST-ZIP	
TITLE	VP + CONTROLLER	[ ] DELETE	41 TITLE	
NAME	STEVEN LEFKOWITZ		42 NAME	
STREET ADDRESS	4317 OAKMONT DR.		43 STREET ADDRESS	
CITY-ST-ZIP	COPLEY OH. 44321		44 CITY-ST-ZIP	
TITLE		[ ] DELETE	51 TITLE	[ ] Change [ ] Addition
NAME			52 NAME	
STREET ADDRESS			53 STREET ADDRESS	
CITY-ST-ZIP			54 CITY-ST-ZIP	
TITLE		[ ] DELETE	61 TITLE	[ ] Change [ ] Addition
NAME			62 NAME	
STREET ADDRESS			63 STREET ADDRESS	
CITY-ST-ZIP			64 CITY-ST-ZIP	

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****550.00 ****550.00

6/18/99

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: Steven Lefkowitz VP + Controller 6/2/99
(SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR) (Date) (Telephone Number)

CR2E034 (11/98)