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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # F95000001480			
1. Corporation Name TIMBERLAND RETAIL, INC.			
Principal Place of Business 200 DOMAIN DR. STRATHAM NH 03885-5050		Mailing Address 200 DOMAIN DR. STRATHAM NH 03885-5050	
2. Principal Place of Business 21 N/A		2a. Mailing Address 26 N/A	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.	
23 City & State		28 City & State	
24 Zip		29 Zip	
25 Country		30 Country	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD 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 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 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 1.5 TITLE 1.6 NAME 1.7 STREET ADDRESS 1.8 CITY-ST-ZIP 1.9 TITLE 1.10 NAME 1.11 STREET ADDRESS 1.12 CITY-ST-ZIP 1.13 TITLE 1.14 NAME 1.15 STREET ADDRESS 1.16 CITY-ST-ZIP 1.17 TITLE 1.18 NAME 1.19 STREET ADDRESS 1.20 CITY-ST-ZIP 1.21 TITLE 1.22 NAME 1.23 STREET ADDRESS 1.24 CITY-ST-ZIP 1.25 TITLE 1.26 NAME 1.27 STREET ADDRESS 1.28 CITY-ST-ZIP 1.29 TITLE 1.30 NAME 1.31 STREET ADDRESS 1.32 CITY-ST-ZIP 1.33 TITLE 1.34 NAME 1.35 STREET ADDRESS 1.36 CITY-ST-ZIP 1.37 TITLE 1.38 NAME 1.39 STREET ADDRESS 1.40 CITY-ST-ZIP 1.41 TITLE 1.42 NAME 1.43 STREET ADDRESS 1.44 CITY-ST-ZIP 1.45 TITLE 1.46 NAME 1.47 STREET ADDRESS 1.48 CITY-ST-ZIP 1.49 TITLE 1.50 NAME 1.51 STREET ADDRESS 1.52 CITY-ST-ZIP 1.53 TITLE 1.54 NAME 1.55 STREET ADDRESS 1.56 CITY-ST-ZIP 1.57 TITLE 1.58 NAME 1.59 STREET ADDRESS 1.60 CITY-ST-ZIP 1.61 TITLE 1.62 NAME 1.63 STREET ADDRESS 1.64 CITY-ST-ZIP 1.65 TITLE 1.66 NAME 1.67 STREET ADDRESS 1.68 CITY-ST-ZIP 1.69 TITLE 1.70 NAME 1.71 STREET ADDRESS 1.72 CITY-ST-ZIP 1.73 TITLE 1.74 NAME 1.75 STREET ADDRESS 1.76 CITY-ST-ZIP 1.77 TITLE 1.78 NAME 1.79 STREET ADDRESS 1.80 CITY-ST-ZIP 1.81 TITLE 1.82 NAME 1.83 STREET ADDRESS 1.84 CITY-ST-ZIP 1.85 TITLE 1.86 NAME 1.87 STREET ADDRESS 1.88 CITY-ST-ZIP 1.89 TITLE 1.90 NAME 1.91 STREET ADDRESS 1.92 CITY-ST-ZIP 1.93 TITLE 1.94 NAME 1.95 STREET ADDRESS 1.96 CITY-ST-ZIP 1.97 TITLE 1.98 NAME 1.99 STREET ADDRESS 2.00 CITY-ST-ZIP			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 2.5 TITLE 2.6 NAME 2.7 STREET ADDRESS 2.8 CITY-ST-ZIP 2.9 TITLE 2.10 NAME 2.11 STREET ADDRESS 2.12 CITY-ST-ZIP 2.13 TITLE 2.14 NAME 2.15 STREET ADDRESS 2.16 CITY-ST-ZIP 2.17 TITLE 2.18 NAME 2.19 STREET ADDRESS 2.20 CITY-ST-ZIP 2.21 TITLE 2.22 NAME 2.23 STREET ADDRESS 2.24 CITY-ST-ZIP 2.25 TITLE 2.26 NAME 2.27 STREET ADDRESS 2.28 CITY-ST-ZIP 2.29 TITLE 2.30 NAME 2.31 STREET ADDRESS 2.32 CITY-ST-ZIP 2.33 TITLE 2.34 NAME 2.35 STREET ADDRESS 2.36 CITY-ST-ZIP 2.37 TITLE 2.38 NAME 2.39 STREET ADDRESS 2.40 CITY-ST-ZIP 2.41 TITLE 2.42 NAME 2.43 STREET ADDRESS 2.44 CITY-ST-ZIP 2.45 TITLE 2.46 NAME 2.47 STREET ADDRESS 2.48 CITY-ST-ZIP 2.49 TITLE 2.50 NAME 2.51 STREET ADDRESS 2.52 CITY-ST-ZIP 2.53 TITLE 2.54 NAME 2.55 STREET ADDRESS 2.56 CITY-ST-ZIP 2.57 TITLE 2.58 NAME 2.59 STREET ADDRESS 2.60 CITY-ST-ZIP 2.61 TITLE 2.62 NAME 2.63 STREET ADDRESS 2.64 CITY-ST-ZIP 2.65 TITLE 2.66 NAME 2.67 STREET ADDRESS 2.68 CITY-ST-ZIP 2.69 TITLE 2.70 NAME 2.71 STREET ADDRESS 2.72 CITY-ST-ZIP 2.73 TITLE 2.74 NAME 2.75 STREET ADDRESS 2.76 CITY-ST-ZIP 2.77 TITLE 2.78 NAME 2.79 STREET ADDRESS 2.80 CITY-ST-ZIP 2.81 TITLE 2.82 NAME 2.83 STREET ADDRESS 2.84 CITY-ST-ZIP 2.85 TITLE 2.86 NAME 2.87 STREET ADDRESS 2.88 CITY-ST-ZIP 2.89 TITLE 2.90 NAME 2.91 STREET ADDRESS 2.92 CITY-ST-ZIP 2.93 TITLE 2.94 NAME 2.95 STREET ADDRESS 2.96 CITY-ST-ZIP 2.97 TITLE 2.98 NAME 2.99 STREET ADDRESS 3.00 CITY-ST-ZIP			



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 03/28/1995	
4. FEI Number 02-0465918	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	
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	

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:

Jeffrey A. Teich
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Jeffrey A. Teich 1/29/99 603-772

Date Daytime Phone #

9500

CR2E034 (1/98)

Exhibit A

183390-90114-27
F95 000001480

TIMBERLAND RETAIL, INC.

LIST OF OFFICERS AND DIRECTORS AS OF JANUARY 15, 1999

OFFICERS:

SIDNEY W. SWARTZ, PRESIDENT	200 DOMAIN DRIVE STRATHAM, NH 03885
JEFFREY B. SWARTZ, VICE PRESIDENT	200 DOMAIN DRIVE STRATHAM, NH 03885
GEOFFREY J. HIBNER, VICE PRESIDENT (2ND.)	200 DOMAIN DRIVE STRATHAM, NH 03885
JOHN P. PAZZANI, VICE PRESIDENT	200 DOMAIN DRIVE STRATHAM, NH 03885
DENNIS HAGELE, VICE PRESIDENT-FINANCE	200 DOMAIN DRIVE STRATHAM, NH 03885
GREGORY M. SALTZBERG, TREASURER	200 DOMAIN DRIVE STRATHAM, NH 03885
DANETTE WINEBERG, SECRETARY	200 DOMAIN DRIVE STRATHAM, NH 03885
JEFFREY A. TEICH ASSISTANT SECRETARY	200 DOMAIN DRIVE STRATHAM, NH 03885

DIRECTORS:

SIDNEY W. SWARTZ	200 DOMAIN DRIVE STRATHAM, NH 03885
JEFFREY B. SWARTZ	200 DOMAIN DRIVE STRATHAM, NH 03885