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Mar 18 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 # F95000002505 (4)

1. Corporation Name
HEROES WORLD DISTRIBUTION, INC.

Principal Place of Business	Mailing Address
961 ROUTE 10 EAST RANDOLPH NJ 07869	961 ROUTE 10 EAST RANDOLPH NJ 07869-1921

3. Date Incorporated or Qualified: 05/23/1995
3a. Date of Last Report: 07/15/1996

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

4. FEI Number: 13-3801546 ☐ 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 has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☐ No

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS ST., STE. 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 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 ______ (NOTE: Registered Agent signature required when reinstating) DATE ______

12. OFFICERS AND DIRECTORS

Title	Name	Street Address	City-St-Zip	
D	BEVINS, WILLIAM C	35 EAST 62ND ST.	NEW YORK NY 10021	☒ DELETE
DV	STEWART, TERRY C	387 PARK AVENUE SOUTH	NEW YORK NY 10016	☒ DELETE
DV	SHAPIRO, PAUL E	387 PARK AVENUE SOUTH	NEW YORK NY 10016	☒ DELETE
P	SNYDER, IVAN	961 ROUTE 10 EAST, BLDG. L	RANDOLPH NJ 07869	☒ DELETE
VCFO	JENKINS, BOBBY G	387 PARK AVENUE SOUTH	NEW YORK NY 10016	☒ DELETE
VS	LOSEY, ROBERT L	387 PARK AVENUE SOUTH	NEW YORK NY 10016	☒ DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

#	Title	Name	Street Address	City-St-Zip	Change	Addition
1	Chairman of Board & Director	Sassa, Scott M.	387 Park Avenue South	New York, NY 10016	☐	☒
2	President & Director	Schreff, David	387 Park Avenue South	New York, NY 10016	☐	☒
3	Exec. Vice President	Shapiro, Paul E.	387 Park Avenue South	New York, NY 10016	☒	☐
4	Sr. Vice President & COO	Greenebaum, Thomas	1639 Route 10 East	Parsippany, NJ 07054	☐	☒
5	Secretary & Vice President	Isko, Steven R.	387 Park Avenue South	New York, NY 10016	☐	☒
6	Vice President & CFO	Crecca, Paul	387 Park Avenue South	New York, NY 10016	☐	☒

CR2E034 (9/96)

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: [signature] — SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/27/97 — Date
212-576-4214 — Daytime Phone #

0003567