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Jan 29 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 # F96000004065 (6)

1. Corporation Name
ANN SUMMERS USA, INC.

Principal Place of Business
1665 BRANDYWINE RD #4112
WEST PALM BEACH FL 33409

Mailing Address
1665 BRANDYWINE RD #4112
WEST PALM BEACH FL 33409-2093



| | |
|---|--|
| 3. Date Incorporated or Qualified 08/08/1996 | 3a. Date of Last Report |
| 4. FEI Number 65-0683691 | Applied For <input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |

| | |
|--------------------------------|------------------------|
| 2. Principal Place of Business | 2a. Mailing Address |
| 21 Suite, Apt. #, etc. | 26 Suite, Apt. #, etc. |
| 22 City & State | 27 City & State |
| 23 Zip | 28 Zip |
| 24 Country | 29 Country |
| 25 | 30 |

| | |
|---|--|
| 9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525 | 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 _____
(Type name, typed or printed name of registered agent and title, if applicable) (NOTE: Registered Agent signature required when reinstating) DATE _____

| | | | |
|----------------------------|---|---|----------------------------|
| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
| TITLE | P | 11 TITLE | P |
| NAME | GOLD, TINA | 12 NAME | GOLD TINA |
| STREET ADDRESS | 2501 BRISTOL DRIVE | 13 STREET ADDRESS | 1665 BRANDYWINE ROAD #4112 |
| CITY-ST-ZIP | WEST PALM BEACH FL 33409 | 14 CITY-ST-ZIP | WEST PALM BEACH FL 33409 |
| TITLE | S | 21 TITLE | |
| NAME | HARRIS, JULIE | 22 NAME | |
| STREET ADDRESS | GADOLINE HOUSE, 2 GODSTONE RD, WHYTELEAFE | 23 STREET ADDRESS | |
| CITY-ST-ZIP | SURREY CR3 0EA, ENGLAND | 24 CITY-ST-ZIP | |
| TITLE | T | 31 TITLE | |
| NAME | UNADKAT, P G | 32 NAME | |
| STREET ADDRESS | GADOLINE HOUSE, 2 GODSTONE RD, WHYTELEAFE | 33 STREET ADDRESS | |
| CITY-ST-ZIP | SURREY CR3 0EA, ENGLAND | 34 CITY-ST-ZIP | |
| TITLE | C | 41 TITLE | |
| NAME | GOLD, JACQUELINE | 42 NAME | |
| STREET ADDRESS | GADOLINE HOUSE, 2 GODSTONE RD, WHYTELEAFE | 43 STREET ADDRESS | |
| CITY-ST-ZIP | SURREY CR3 0EA, ENGLAND | 44 CITY-ST-ZIP | |
| TITLE | D | 51 TITLE | |
| NAME | GOLD, DAVID | 52 NAME | |
| STREET ADDRESS | GADOLINE HOUSE, 2 GODSTONE RD, WHYTELEAFE | 53 STREET ADDRESS | |
| CITY-ST-ZIP | SURREY CR3 0EA, ENGLAND | 54 CITY-ST-ZIP | |
| TITLE | D | 61 TITLE | |
| NAME | GOLD, RALPH | 62 NAME | |
| STREET ADDRESS | GADOLINE HOUSE, 2 GODSTONE RD, WHYTELEAFE | 63 STREET ADDRESS | |
| CITY-ST-ZIP | SURREY CR3 0EA, ENGLAND | 64 CITY-ST-ZIP | |

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: Tina Gold 1/29/97 (561) 471 8834
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)