

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

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
May 13 1997 8:00am
Secretary of State

DOCUMENT # F96000005948 (2)

1. Corporation Name

SHOPPERS EXPRESS, INC.



Principal Place of Business

4701 SANGAMORE RD.
BETHESDA MD 20816

Mailing Address

4701 SANGAMORE RD.
BETHESDA MD 20816-2508

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

3. Date Incorporated or Qualified

11/13/1996

3a. Date of Last Report

4. FEI Number

58-2081907

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

C T 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

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE P
NAME OLSON, RICHARD D
STREET ADDRESS 1120 RADFORD DR.
CITY-ST-ZIP AURORA IL 60504

TITLE VDC
NAME BLUTINGER, ELAN
STREET ADDRESS 2927 44TH ST., N.W.
CITY-ST-ZIP WASHINGTON DC 20018

TITLE ST
NAME KAHN, LAWRENCE R
STREET ADDRESS 11903 COLDSTREAM DR.
CITY-ST-ZIP POTOMAC MD 20854

TITLE D
NAME JOHNSTON, DON
STREET ADDRESS 18 OYSTER SHELL LANE
CITY-ST-ZIP HILTON HEAD SC 29928

TITLE D
NAME MACKLIN, GORDON
STREET ADDRESS 8212 BURNING TREE RD.
CITY-ST-ZIP BETHESDA MD 20817

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE President
1.2 NAME Allison Hartmann Abraham
1.3 STREET ADDRESS 618 West North Street
1.4 CITY-ST-ZIP Hinsdale, IL 60521

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 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:

Lawrence R. Kahn

5/1/97 301
228-27M

CR2E034 (9/96)