

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

FILED
May 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # F97000003459 (1)
 1. Corporation Name
THE WALKING COMPANY



Principal Place of Business: **4483 MCGRATH STREET, STE. 103 VENTURA CA 93303**
 Mailing Address: **4483 MCGRATH STREET, STE. 103 VENTURA CA 93303**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		4. FEI Number		Applied For	
21		26		07/02/1997		33-0478225		Not Applicable	
22		27		5. Certificate of Status Desired		8.75		Additional Fee Required	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		<input type="checkbox"/>		5.00		May Be Added to Fees	
23		28		6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/>		5.00	
City & State		City & State		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30		<input type="checkbox"/>		Yes <input type="checkbox"/> No	
24		25		29		30		9. Name and Address of Current Registered Agent	
Zip		Country		Zip		Country		10. Name and Address of New Registered Agent	
91311		Los Angeles		81		82		83	
C T CORPORATION SYSTEM		1200 SOUTH PINE ISLAND ROAD		PLANTATION FL 33324		84		85	
				Name		Street Address (P.O. Box Number is Not Acceptable)		City	
				FL		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)

12. OFFICERS AND DIRECTORS

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	ARGYROPOULOS, JAMES P	
STREET ADDRESS	370 HOT SPRINGS ROAD	
CITY-ST-ZIP	MONTECITO CA 93108	
TITLE	COOS	<input type="checkbox"/> DELETE
NAME	ADLER, STEVE	
STREET ADDRESS	18759 HATTERAS STREET #24	
CITY-ST-ZIP	TARZANA CA 91356	
TITLE	CFO	<input checked="" type="checkbox"/> DELETE
NAME	TEEMAN, STEVE	
STREET ADDRESS	23133 CERCA DRIVE	
CITY-ST-ZIP	VALENCIA CA 91354	
TITLE	V	<input type="checkbox"/> DELETE
NAME	GRENLEY, MICHAEL	
STREET ADDRESS	23110 PARK TERRA	
CITY-ST-ZIP	CALABASAS CA 91302	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MADDERN, DOUG	
STREET ADDRESS	5 HIGH VIEW LANE	
CITY-ST-ZIP	SHERMAN CT 06784	
TITLE	V	<input type="checkbox"/> DELETE
NAME	KUPERTSEIN, PATRICIA	
STREET ADDRESS	70-101 COBB ROAD	
CITY-ST-ZIP	RANCHO MIRAGE CA 92270	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	CFO Roy Pierce
3.3 STREET ADDRESS	1420 Rambling Road
3.4 CITY-ST-ZIP	Simi Valley, CA 93065
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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.

SIGNATURE: _____ Roy Pierce CFO 4/29/98 918-709-7700

CR2E034 (10/97)