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FILED
Feb 23, 1999 8:00 am
Secretary of State

02-23-1999 90034 005 ***158.75

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000003459

1. Corporation Name
THE WALKING COMPANY



DO NOT WRITE IN THIS SPACE

Principal Place of Business 4483 MCGRATH STREET, STE. 103 VENTURA CA 93303	Mailing Address 9349 OSO AVENUE CHATSWORTH CA 91311 US
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3. Date Incorporated or Qualified
07/02/1997

2. Principal Place of Business 21 9349 OsO Ave Suite, Apt. #, etc. 22 City & State 23 Chatsworth CA Zip Country 24 91311 25 USA	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30
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4. FEI Number
33-0478225

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

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 _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	CEOD	<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 type="checkbox"/> DELETE
NAME	PIERCE, ROY	
STREET ADDRESS	1420 RAMBLING ROAD	
CITY-ST-ZIP	SIMI VALLEY CA 93065	
TITLE	V	<input type="checkbox"/> DELETE
NAME	GRENLEY, MICHAEL	
STREET ADDRESS	23110 PARK TERRA	
CITY-ST-ZIP	CALABASAS CA 91302	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	MADDERN, DOUG	
STREET ADDRESS	5 HIGH VIEW LANE	
CITY-ST-ZIP	SHERMAN CT 06784	
TITLE	V	<input checked="" 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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	612 Porter Lane
2.4 CITY-ST-ZIP	Hermosa Beach, CA 91356
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
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	

CR2E034 (1/98)

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: *Katherine Harris* 1/6/99 818-709-2200
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #