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Feb 26, 1999 8:00 am
Secretary of State

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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 # F97000003966

1. Corporation Name
EDDIE BAUER INTERNATIONAL (AMERICAS), INC.

Principal Place of Business ROOKS, PITTS AND POUST C/O JAY A LIPE 10 SOUTH WACKER DRIVE, SUITE 2300 CHICAGO IL 60606	Mailing Address ROOKS, PITTS AND POUST C/O JAY A LIPE 10 SOUTH WACKER DRIVE, SUITE 2300 CHICAGO IL 60606
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 07/29/1997	Applied For <input type="checkbox"/>	Not Applicable <input type="checkbox"/>
4. FEI Number 65-0772295		
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 owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> 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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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	PD	<input type="checkbox"/> DELETE
NAME	TULLENERS, JAKOB J	
STREET ADDRESS	19/F PENINSULA SQ, 18 SUNG ON STREET	
CITY-ST-ZIP	HUNG HOM, KOWLOON, HONG KONG	
TITLE	V	<input type="checkbox"/> DELETE
NAME	CAVE, ANTHONY N	
STREET ADDRESS	20/F PENINSULA SQ, 18 SUNG ON STREET	
CITY-ST-ZIP	HUNG HOM, KOWLOON, HONG KONG	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GEISE, VEIT	
STREET ADDRESS	6161 BLUE LAGOON DR SUITE 310	
CITY-ST-ZIP	MIAMI FL 33126	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	VOGELSGANG, CHRISTOPHER	
STREET ADDRESS	6161 BLUE LAGOON DR SUITE 310	
CITY-ST-ZIP	MIAMI FL 33126	
TITLE	S	<input type="checkbox"/> DELETE
NAME	SEXTON, MICHAEL F	
STREET ADDRESS	10 S. WACKER DRIVE SUITE 2300	
CITY-ST-ZIP	CHICAGO IL 60606	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FECHTNER, ECKARDT	
STREET ADDRESS	WANDSBEKER STRABE 3-7, 22172 HAMBURG	
CITY-ST-ZIP	GERMANY	

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 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	

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: _____ DATE: **1-19-99** DAYTIME PHONE #: **312/876-1700**

CR2E034 (1/198)