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Mar 31, 1999 8:00 am
Secretary of State

03-31-1999 90015 047 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F97000005775**

1. Corporation Name
CAMPUS C-STORES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 7596 EADS AVE SUITE 201 LA JOLLA CA 92037 US
 Mailing Address: 7596 EADS AVENUE SUITE 201 LA JOLLA CA 92037 US

3. Date Incorporated or Qualified: **10/30/1997**

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

4. FEI Number: **33-0737646**
 Applied For: Not Applicable
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$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
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: _____ DATE: _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WYKES, NEIL A	1.2 NAME	
STREET ADDRESS	7596 EADS AVE, STE 201	1.3 STREET ADDRESS	
CITY-ST-ZIP	LA JOLLA CA 92037	1.4 CITY-ST-ZIP	
TITLE	DV <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KIMBLE, RANDOLPH E	2.2 NAME	
STREET ADDRESS	7596 EADS AVE, STE 201	2.3 STREET ADDRESS	
CITY-ST-ZIP	LA JOLLA CA 92037	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VENTURINI, MARTIN J	3.2 NAME	
STREET ADDRESS	7596 EADS AVE, STE 201	3.3 STREET ADDRESS	
CITY-ST-ZIP	LA JOLLA CA 92037	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GLICKMAN, A.B.	4.2 NAME	
STREET ADDRESS	1300 E. 9TH ST., STE. 900	4.3 STREET ADDRESS	
CITY-ST-ZIP	CLEVELAND OH 44114	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PINKAS, ROBERT P	5.2 NAME	
STREET ADDRESS	26000 CHAGRIN BLVD., STE. 1150	5.3 STREET ADDRESS	
CITY-ST-ZIP	CLEVELAND OH 44122	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERGMAN, JIM	6.2 NAME	
STREET ADDRESS	26000 CHAGRIN BLVD., STE. 1150	6.3 STREET ADDRESS	
CITY-ST-ZIP	CLEVELAND OH 44122	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: Neil A Wykes 1/21/99 619-456-1129
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)