

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

**FILED**  
**Mar 31 1998 8:00am**  
**Secretary of State**

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # H67787 (2)**  
 1. Corporation Name  
**LAST CHANCE THRIFT STORES, INC.**

Principal Place of Business <b>36500 U.S. HWY. 19 N.                  PALM HARBOR FL 34684</b>	Mailing Address <b>36500 U.S. HWY. 19 N.                  PALM HARBOR FL 34684</b>
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DO NOT WRITE IN THIS SPACE

<b>2. Principal Place of Business</b> 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country		<b>2a. Mailing Address</b> 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country		<b>3. Date Incorporated or Qualified</b> 07/18/1985	
<b>4. FEI Number</b> 59-2596380		<b>5. Certificate of Status Desired</b> <input type="checkbox"/>		Applied For Not Applicable	
<b>6. Election Campaign Financing Trust Fund Contribution</b> <input type="checkbox"/>		<b>8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.</b> <input type="checkbox"/> Yes <input type="checkbox"/> No		<b>\$8.75 Additional Fee Required</b> <b>\$5.00 May Be Added to Fees</b>	

<b>9. Name and Address of Current Registered Agent</b> TULLIS, WILLIAM R. 36500 U.S. HWY. 19 N. PALM HARBOR FL 34684				<b>10. Name and Address of New Registered Agent</b> 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code	
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PSD TULLIS, WILLIAM R.	1.1 TITLE	
NAME	TULLIS, WILLIAM R.	1.2 NAME	
STREET ADDRESS	36500 U.S. HWY. 19 N.	1.3 STREET ADDRESS	
CITY-ST-ZIP	PALM HARBOR FL	1.4 CITY-ST-ZIP	
TITLE	D TULLIS, RODNEY F.	2.1 TITLE	
NAME	TULLIS, RODNEY F.	2.2 NAME	
STREET ADDRESS	36500 U.S. HWY. 19 N.	2.3 STREET ADDRESS	
CITY-ST-ZIP	PALM HARBOR FL	2.4 CITY-ST-ZIP	
TITLE	TD TULLIS, BEN V.	3.1 TITLE	
NAME	TULLIS, BEN V.	3.2 NAME	
STREET ADDRESS	36500 U.S. HWY. 19 N.	3.3 STREET ADDRESS	
CITY-ST-ZIP	PALM HARBOR FL	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *William R. Tullis* 3/25/98 912 733-1257

CR2E034 (10/97)