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FILED
Feb 18, 1999 8:00 am
Secretary of State

02-18-1999 90049 048 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # H67787

1. Corporation Name
LAST CHANCE THRIFT STORES, INC.

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

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 07/18/1985	Applied For <input type="checkbox"/> Not Applicable
4. FEI Number 59-2596380	
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent
TULLIS, WILLIAM R.
36500 U.S. HWY. 19 N.
PALM HARBOR FL 34684

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PSD	<input type="checkbox"/> DELETE
NAME	TULLIS, WILLIAM R.	
STREET ADDRESS	36500 U.S. HWY. 19 N.	
CITY-ST-ZIP	PALM HARBOR FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	TULLIS, RODNEY F.	
STREET ADDRESS	36500 U.S. HWY. 19 N.	
CITY-ST-ZIP	PALM HARBOR FL	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	TULLIS, BEN V.	
STREET ADDRESS	36500 U.S. HWY. 19 N.	
CITY-ST-ZIP	PALM HARBOR FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 officers empowered.

SIGNATURE: *William R. Tullis* 1/29/99 (722) 733-1257
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNER: OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

UNCLASIFIED