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FILED
May 19 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # H71230 (7)

1. Corporation Name
THE RAG SHOP/NORTH LAUDERDALE, INC.

Principal Place of Business
TAM O'SHANTER PLAZA
1229 S STATE RD 7
N LAUDERDALE FL 33068
US

Mailing Address
TH RAG SHOP/NORTH LAUDERDALE, INC.
111 WAGARAW RD
HAWTHORNE NJ 07506-2720
US

3. Date Incorporated or Qualified 08/14/1985
3a. Date of Last Report 05/01/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	26 THE RAG SHOP/NORTH LAUDERDALE, INC.	59-2588179	Not Applicable
22 City & State	27 111 WAGARAW ROAD	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 Zip	28 HAWTHORNE, NJ	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24 Country	29 07506-2711	30 U.S.	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYES STREET
SUITE 105
TALLAHASSEE FL 32301

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERENZWEIG, STANLEY	1.2 NAME	
STREET ADDRESS	111 WAGARAW RD., RAG SHOP	1.3 STREET ADDRESS	
CITY - ST - ZIP	HAWTHORNE NJ	1.4 CITY - ST - ZIP	HAWTHORNE, NJ 07506
TITLE	S	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERENZWEIG, DORIS	2.2 NAME	
STREET ADDRESS	111 WAGARAW RD., RAG SHOP	2.3 STREET ADDRESS	
CITY - ST - ZIP	HAWTHORNE NJ	2.4 CITY - ST - ZIP	HAWTHORNE, NJ 07506
TITLE	V	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOMBARDO, JUDITH	3.2 NAME	
STREET ADDRESS	111 WAGARAW RD., RAG SHOP	3.3 STREET ADDRESS	
CITY - ST - ZIP	HAWTHORNE NJ	3.4 CITY - ST - ZIP	HAWTHORNE, NJ 07506
TITLE	V	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERENZWEIG, EVAN	4.2 NAME	
STREET ADDRESS	111 WAGARAW RD., RAG SHOP	4.3 STREET ADDRESS	
CITY - ST - ZIP	HAWTHORNE NJ	4.4 CITY - ST - ZIP	HAWTHORNE, NJ 07506
TITLE	VPD	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARNETT, STEVEN	5.2 NAME	
STREET ADDRESS	111 WAGARAW RD., RAG SHOP	5.3 STREET ADDRESS	
CITY - ST - ZIP	HAWTHORNE NJ	5.4 CITY - ST - ZIP	HAWTHORNE, NJ 07506
TITLE	PD	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AARONSON, MICHAEL	6.2 NAME	
STREET ADDRESS	111 WAGARAW ROAD	6.3 STREET ADDRESS	111 WAGARAW ROAD
CITY - ST - ZIP	HAWTHORNE NJ	6.4 CITY - ST - ZIP	HAWTHORNE, NJ 07506

14. I do 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: STEVEN BARNETT APR 17 1997 (201) 423-1303
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
STEVEN BARNETT, SENIOR VICE PRESIDENT
Daytime Phone # 0009196