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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 # J04910 (2)

1. Corporation Name
THE RAG SHOP/WEST PALM BEACH, INC.

Principal Place of Business
POLO MARKET PLACE SHOP PLAZA
770A S MILITARY TRAIL
W PALM BEACH FL 33415
US

Mailing Address
THE RAG/WEST PALM BEACH INC
111 WAGARAW RD
HAWTHORNE NJ 07506-2720
US



3. Date Incorporated or Qualified 03/19/1986 3a. Date of Last Report 05/01/1996

4. FEI Number 59-2654847 Applied For Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc

22 City & State

23 Zip Country

24

2a. Mailing Address

26 THE RAG SHOP/WEST PALM BEACH, INC.

27 Suite, Apt. #, etc. 111 WAGARAW ROAD

28 City & State HAWTHORNE, NJ

29 Zip Country 07506-2711 U.S.

30

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
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 Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	CD	DELETE	11 TITLE	Change	Addition
NAME	BERENZWEIG, STANLEY		12 NAME		
STREET ADDRESS	111 WAGARAW RD.,RAG SHOP		13 STREET ADDRESS		
CITY-ST-ZIP	HAWTHORNE NJ		14 CITY-ST-ZIP	HAWTHORNE, NJ 07506	Change Addition
TITLE	S	DELETE	21 TITLE	Change	Addition
NAME	BERENZWEIG, DORIS		22 NAME		
STREET ADDRESS	111 WAGARAW RD.,RAG SHOP		23 STREET ADDRESS		
CITY-ST-ZIP	HAWTHORNE NJ		24 CITY-ST-ZIP	HAWTHORNE, NJ 07506	Change Addition
TITLE	V	DELETE	31 TITLE	Change	Addition
NAME	LOMBARDO, JUDITH		32 NAME		
STREET ADDRESS	111 WAGARAW RD.,RAG SHOP		33 STREET ADDRESS		
CITY-ST-ZIP	HAWTHORNE NJ		34 CITY-ST-ZIP	HAWTHORNE, NJ 07506	Change Addition
TITLE	V	DELETE	41 TITLE	Change	Addition
NAME	BERENZWEIG, EVAN		42 NAME		
STREET ADDRESS	111 WAGARAW RD.,RAG SHOP		43 STREET ADDRESS		
CITY-ST-ZIP	HAWTHORNE NJ		44 CITY-ST-ZIP	HAWTHORNE, NJ 07506	Change Addition
TITLE	VTD	DELETE	51 TITLE	Change	Addition
NAME	BARNETT, STEVEN		52 NAME		
STREET ADDRESS	111 WAGARAW RD.,RAG SHOP		53 STREET ADDRESS		
CITY-ST-ZIP	HAWTHORNE NJ		54 CITY-ST-ZIP	HAWTHORNE, NJ 07506	Change Addition
TITLE	PD	DELETE	61 TITLE	Change	Addition
NAME	AARONSON, MICHAEL		62 NAME		
STREET ADDRESS	111 EAGARAN ROAD		63 STREET ADDRESS	111 WAGARAW ROAD	
CITY-ST-ZIP	HAWTHORNE NJ		64 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: SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE DAYTIME PHONE #

CR2E034 (9/96)