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May 21 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
DOCUMENT # J87794 (0) 1. Corporation Name THE RAG SHOP/JACKSONVILLE, INC.		

Principal Place of Business THE RAG SHOP/JACKSONVILLE, INC. 111 WAGARAW ROAD HAWTHORNE NJ 07506 US	Mailing Address THE RAG SHOP/JACKSONVILLE, INC. 111 WAGARAW ROAD HAWTHORNE NJ 07506 US
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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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9. Name and Address of Current Registered Agent PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYES STREET SUITE 105 TALLAHASSEE FL 32301		81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 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
Signature: Typed or printed name of registered agent and place of business (None) Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS	
TITLE	CD <input type="checkbox"/> DELETE
NAME	BERENZWEIG, STANLEY
STREET ADDRESS	111 WAGARAW ROAD
CITY-ST-ZIP	HAWTHORNE NJ
TITLE	S <input type="checkbox"/> DELETE
NAME	BERENZWEIG, DORIS
STREET ADDRESS	111 WAGARAW ROAD
CITY-ST-ZIP	HAWTHORNE NJ
TITLE	V <input type="checkbox"/> DELETE
NAME	BERENZWEIG, EVAN.
STREET ADDRESS	111 WAGARAW ROAD.
CITY-ST-ZIP	HAWTHORNE NJ
TITLE	V <input type="checkbox"/> DELETE
NAME	LOMBARDO, JUDITH.
STREET ADDRESS	111 WAGARAW ROAD.
CITY-ST-ZIP	HAWTHORNE NJ
TITLE	VID <input type="checkbox"/> DELETE
NAME	BARNETT, STEVEN
STREET ADDRESS	111 WAGARAW ROAD
CITY-ST-ZIP	HAWTHORNE NJ
TITLE	PD <input type="checkbox"/> DELETE
NAME	AARONSON, MICHAEL
STREET ADDRESS	111 WAGARAW ROAD RAG SHOP
CITY-ST-ZIP	HAWTHORNE NJ

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: *Michael Aaronson* **PD Aaronson** *4/20/98*

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 08/18/1987	
4. FEI Number 58-1757272	Applied For <input type="checkbox"/> Not Applicable
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 or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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	

CR2E034 (10/97)