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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
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DOCUMENT # K05918 (3)

1. Corporation Name
THE RAG SHOP/BOCA RATON, INC.



Principal Place of Business THE RAG SHOP CENTER 1616 N. FEDERAL HWY BOCA RATON FL 33432 US	Mailing Address THE RAG SHOP/BOCA RATON, INC. 111 WAGARAW RD HAWTHORNE NJ 07506-2720 US
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3. Date Incorporated or Qualified 12/09/1987	3a. Date of Last Report 05/01/1996
4. FEI Number 58-1762382	Applied For 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
6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 THE RAG SHOP/BOCA RATON, INC.
22 City & State	27 111 WAGARAW ROAD
23 Zip Country	28 HAWTHORNE, NJ
24	29 07506-2711 30 U. S.

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

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 RD.	
CITY-ST-ZIP	HAWTHORNE, NJ.	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	BARNETT, STEVEN.	
STREET ADDRESS	111 WAGARAW RD.	
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	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	HAWTHORNE, NJ 07506
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	HAWTHORNE, NJ 07506
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	HAWTHORNE, NJ 07506
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	HAWTHORNE, NJ 07506
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	HAWTHORNE, NJ 07506
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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* **SIGNATURE REQUIRED** APR 17 1997 (201) 423-1303
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
STEVEN BARNETT, SENIOR VICE PRESIDENT

CR2E034 (9/96)