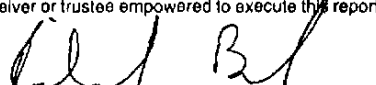


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 JUN -9 PM 3:40			
FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company THE PILLOW FACTORY, LLC 514 N.E. 190TH STREET NORTH MIAMI FL 33179		DOCUMENT # L96000000957	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		1a. Principal Place of Business Address 514 N.E. 190TH STREET NORTH MIAMI FL 33179 3. Date Organized or Qualified 09/10/1996 4. FEI Number 65-0692175 5. Date of Last Report 10/20/1997 3a. State of Formation FL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent BECKER, RICHARD % THE PILLOW FACTORY 514 N.E. 190TH STREET NORTH MIAMI FL 33179		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code MDA	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	BECKER, RICHARD	% 514 N.E. 190TH STREET	NORTH MIAMI FL
4000002557054-3 -06/12/98--01006--003 ****188.75 ****188.75			
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: 		Date 6/4/98	Daytime Phone # 212-418-0107