

FILE NOW: FILING FEE

200.00

CORPORATION
ANNUAL REPORT

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

DIVISION OF CORPORATIONS

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DOCUMENT #

1. Corporation Name

FASHION MALL (FLA.) KAY-BEE TOY, INC.

(4)

Principal Place of Business

100 WEST STREET
PITTSFIELD MA 01201

Mailing Address

100 WEST STREET
PITTSFIELD MA 01201

DO NOT WRITE IN THIS SPACE

2. Date incorporated or Qualified

05/13/1988

3a. Date of Last Report

04/04/1995

4. FEI Number

06-1239366

Applied For

Not Applicable

21. Principal Place of Business

2a. Mailing Address

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Section 607.0502, Florida Statutes

\$5.00 May Be
Added to Fees7. This corporation has liability for intangible tax under S. 199.032,
Florida Statutes

Yes

No

8. Name and Address of Current Registered Agent

9. Name and Address of New Registered Agent

UNITED STATES CORPORATION COMPANY
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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 607.1502, 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

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	1. TITLE	2. NAME	3. STREET ADDRESS	4. CITY - ST - ZIP	5. TITLE	6. NAME	7. STREET ADDRESS	8. CITY - ST - ZIP	9. TITLE	10. NAME	11. STREET ADDRESS	12. CITY - ST - ZIP	13. TITLE	14. NAME	15. STREET ADDRESS	16. CITY - ST - ZIP
	D	RICHARDS, ARTHUR V.	ONE THEALL RD RYE NY																
	D	QURAESHI, SHAHID	ONE THEALL RD RYE NY																
	PD	POLITZER, JERALD	100 WEST STR PITTSFIELD MA																
	VST	FARRELL, DAVID B.	SR 68 BOX 143A SOUTHFIELD MA																
	V	PALINO, ANTHONY	45 PINE KNOLL ROAD LENOX MA																
	VP	TEUCHERT, CATHRYN L	87 LEONA DR PITTSFIELD MA																

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), 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.

x D.S. J. M. A.

D.B. W. G. ROBERT

4-26-96

M80945

KAY-BEE TOYS/TOY WORKS - SUBSIDIARIES

<u>Name</u>	<u>Title</u>	<u>Business Address</u>	<u>Residence Address</u>
Alan Fine	President & C.O.O.	100 West Street Pittsfield, MA 01201	9 Cliffwood Street Lenox, MA 01240
Anthony Palino	Vice President & Assistant Secretary	100 West Street Pittsfield, MA 01201	45 Pine Knoll Rd. Lenox, MA 01240
Donald B. Wegrocki	Assistant Secretary, Asst Treasurer	100 West Street Pittsfield, MA 01201	77 Frederick Drive Dalton, MA 01226
John Hendrix	CFO, Sr. Vice President, Treasurer & Secretary	100 West Street Pittsfield, MA 01201	106 Apple Tree Lane Dalton, MA 01226
Salvatore Vasta	Vice President	100 West Street Pittsfield, MA 01201	89 Dunmore Court Lenox, MA 01240
Patricia Ippoliti	Senior Vice President	100 West Street Pittsfield, MA 01201	108 E Housatonic St Apt 7 Pittsfield, MA 01201

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<u>Name</u>	<u>Title</u>	<u>Business Address</u>	<u>Residence Address</u>
Nick Seufert	Vice President	100 West Street Pittsfield, MA 01201	106 E Housatonic St. Apt 3 Pittsfield, MA 01201
Bonnie Burton	Vice President	100 West Street Pittsfield, MA 01201	22 Tamie way Pittsfield, MA 01201
Mark R. Johnson	Assistant Controller / Asst Sec. / Asst Treasurer	100 West Street Pittsfield, MA 01201	140 Raymond Drive Dalton, MA 01226
Neil Watanabe	Vice President & Controller	100 West Street Pittsfield, MA 01201	30231 Cheret Lane Rancho Palos Verdes, CA 90275
Thomas Alfonsi	Vice President	100 West Street Pittsfield, MA 01201	6 Daralyn Ct. Pittsfield, MA 01201
David W. Kinsley	Vice President	100 West Steet Pittsfield, MA 01201	44 Victoria Lane Lanesboro, MA 01237
Dave Gary	Vice President	100 West Street Pittsfield, MA 01201	611 South St. Dalton, MA 01226
Arthur V. Richards	Director	One Theall Rd. Rye, NY 10580	63 Kipp St. Chappaqua, NY 10514