


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b> 99 APR 14 AM 10:46 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company  <b>DIAPERS ETC. FACTORY OUTLET STORES LLC</b> <b>7 STAFFORD DRIVE</b> <b>BRAMPTON, ONTARIO</b> <b>L6W 1L3 CANADA</b>		<b>DOCUMENT # M98000001266</b>  1a. Principal Place of Business Address <b>7 STAFFORD DRIVE</b> <b>BRAMPTON, ONTARIO</b> <b>L6W 1L3 CANADA</b> <b>901 EAST 104th AVE</b> <b>UNIT 12 B</b> <b>HALEAH, FLORIDA</b> <b>33010</b>			
2. Principal Place of Business <b>SAME AS #1a</b> Suite, Apt. #, etc.  City & State  Zip      Country		2a. Mailing Address  Suite, Apt. #, etc.  City & State  Zip      Country		3. Date Organized or Qualified <b>10/27/1998</b>  4. FEI Number <b>65-08-90042</b>  5. Date of Last Report <b>N/A</b>	
3a. State of Formation <b>DE</b>  <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required			
7. Name and Address of Current Registered Agent  <b>CORPAMERICA, IN C.</b> <b>1525 SOUTH ANDREWS AVENUE, SUITE 216</b> <b>FORT LAUDERDALE FL 33316</b>			8. Name and Address of New Registered Agent/Office Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City      Zip Code <div style="text-align: right;"><b>FL</b></div>		
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 _____		
(Registered Agent Accepting Appointment)      (Not Registered Agent Signature, to be used when not signed)					
10. Title  <b>MGR</b> <b>MGR</b>	Managing Members/Managers  <b>KELLY, SEAN F</b>	Business Street Address  <b>1717 BAYSHORE DRIVE</b> <b>9357 FONTAINE BLEAU BLVD</b> <b>APT # D211</b>  <div style="text-align: center;"> <i>4-19-99</i> </div>		City, State and Zip Code  <b>MIAMI FL, 33172</b>  <b>2000002848272-5</b> <b>-04/22/99--01107--024</b> <b>****188 75 ****188 75</b>	
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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.					
<b>SIGNATURE:</b> _____		<b>April 9/99 (305) 885-7277</b>			