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Feb 10 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N22436 (2)
 Corporation Name
A CHILD'S PLACE, INC.

Principal Place of Business 142 FAIRVIEW AVENUE DAYTONA BEACH FL 32114	Mailing Address 142 FAIRVIEW AVENUE DAYTONA BEACH FL 32114
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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	3. Date Incorporated or Qualified 09/10/1987	4. FEI Number NOT APPLICABLE	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		
7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input type="checkbox"/> No		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent MOORE, CHARLES T 2111 S RIDGEWOOD AVE SOUTH DAYTONA FL 32119	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
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11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ **DATE** _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reappointing)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE P <input type="checkbox"/> DELETE NAME HITSON, JAMES STREET ADDRESS 929 WELLS DRIVE CITY-ST-ZIP SOUTH DAYTONA FL	1.1 TITLE DIRECTOR <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 1.2 NAME POWERS, DIANE E 1.3 STREET ADDRESS 174 MARVIN RD. 1.4 CITY-ST-ZIP DAYTONA BEACH, FL. 32176	TITLE VP <input type="checkbox"/> DELETE NAME WHITAKER, JAMES STREET ADDRESS 238 BOB WHITE CT. CITY-ST-ZIP DAYTONA BEACH FL 32119	2.1 TITLE DIRECTOR <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 2.2 NAME HOLT, ELAINE 2.3 STREET ADDRESS 1153 ORANGE AVE. 2.4 CITY-ST-ZIP DAYTONA BEACH, FL.
TITLE D <input type="checkbox"/> DELETE NAME EDSON, BETTY ANN STREET ADDRESS 88 LORILARD PLACE CITY-ST-ZIP ORMOND BEACH FL	3.1 TITLE DIRECTOR <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 3.2 NAME POSBY, GAYNELLE 3.3 STREET ADDRESS 269 GLENBRIAR CIRCLE 3.4 CITY-ST-ZIP DAYTONA BEACH, FL. 32114	TITLE S <input type="checkbox"/> DELETE NAME JACKSON, MARY ANNE STREET ADDRESS 925 N GRADVIEW AVENUE CITY-ST-ZIP DAYTONA BEACH FL	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP
TITLE D <input type="checkbox"/> DELETE NAME CITEK, JANE STREET ADDRESS 2029 S PENISULA DRIVE CITY-ST-ZIP DAYTONA BEACH FL	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	TITLE D <input checked="" type="checkbox"/> DELETE NAME SMITH, ALVIN STREET ADDRESS 63 SANDCASTLE DRIVE CITY-ST-ZIP ORMOND BEACH FL	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Diane E. Powers *Diane E. Powers* 2/4/98 (904) 258-7611

CR2E037 (10/97)