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Apr 23, 1999 8:00 am
Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
 Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # N95000001793

1. Corporation Name
 HOPE THRIFT STORES, INC.

Principal Place of Business Mailing Address
 7305 MUSHINSKI ROAD 7305 MUSHINSKI ROAD
 TAMPA FL 33625 TAMPA FL 33625



21	22	23	24	25	26	27	28	29	30	3. Date Incorporated or Qualified	4. FEI Number	Applied For
11415 HOPE INTERNATIONAL DR.		TAMPA, FL	33625	Hausbach	11415 HOPE INTERNATIONAL DR.		TAMPA, FL	33625	Hausbach	04/17/1995	NOT APPLICABLE	Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>										\$8.75 Additional Fee Required		
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>										\$5.00 May Be Added to Fees		

9. Name and Address of Current Registered Agent					10. Name and Address of New Registered Agent				
COLE, ARLIE P 7305 MUSHINSKI RD. TAMPA FL 33625					81 Name ARLIE P. COLE 82 Street Address (P.O. Box Number is Not Acceptable) 11415 HOPE INTERNATIONAL DR. 83 84 City TAMPA FL 85 Zip Code 33625				

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 *[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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PD	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	S/D	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition	
NAME	SCHAFFER, RONALD L		1.2 NAME	AL VARNEY			
STREET ADDRESS	7305 MUSHINSKI ROAD		1.3 STREET ADDRESS	11415 HOPE INTERNATIONAL DR.			
CITY-ST-ZIP	TAMPA FL 33625		1.4 CITY-ST-ZIP	TAMPA, FL 33625			
TITLE	TD	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	P/D	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	COLE, ARLIE P		2.2 NAME	COLE, ARLIE P			
STREET ADDRESS	7305 MUSHINSKI RD		2.3 STREET ADDRESS	11415 HOPE INTERNATIONAL DR.			
CITY-ST-ZIP	TAMPA FL 33625		2.4 CITY-ST-ZIP	TAMPA, FL 33625			
TITLE	TD	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	T/D	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	SCHAFFER, ALFRED W		3.2 NAME	SCHAFFER, ALFRED W.			
STREET ADDRESS	7305 MUSHINSKI ROAD		3.3 STREET ADDRESS	11415 HOPE INTERNATIONAL DR.			
CITY-ST-ZIP	TAMPA FL 33625		3.4 CITY-ST-ZIP	TAMPA, FL 33625			
TITLE	TD	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	V/D	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition	
NAME	COLE, ARLIE P		4.2 NAME	MORROW, BRYAN			
STREET ADDRESS	7305 MUSHINSKI ROAD		4.3 STREET ADDRESS	11415 HOPE INTERNATIONAL DR.			
CITY-ST-ZIP	TAMPA FL 33625		4.4 CITY-ST-ZIP	TAMPA, FL 33625			
TITLE	S SECRETARY	<input type="checkbox"/> DELETE	5.1 TITLE	D	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition	
NAME			5.2 NAME	DUTRY, BILL			
STREET ADDRESS			5.3 STREET ADDRESS	11415 HOPE INTERNATIONAL DR.			
CITY-ST-ZIP			5.4 CITY-ST-ZIP	TAMPA, FL 33625			
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME			6.2 NAME				
STREET ADDRESS			6.3 STREET ADDRESS				
CITY-ST-ZIP			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, with all other like empowered.

SIGNATURE: *[Signature]* SIGNATURE REQUIRED *[Signature]* DATE: 04-10-99 DAYTIME PHONE #: 813-961-1214

CR2E037- (11/98)