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Feb 09 1998 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # **P04716** (7)
1. Corporation Name
H.H.B.K., INC.

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| Principal Place of Business C/O HANOVER DIRECT, INC. 1800 HARBOR BLVD. WEEHAWKEN NJ 07087 US | Mailing Address C/O HANOVER DIRECT, INC. 1500 HARBOR BLVD. WEEHAWKEN NJ 07087 US |
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DO NOT WRITE IN THIS SPACE

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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 01/21/1985 | |
| 5. Certificate of Status Desired <input type="checkbox"/> | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | | 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 | |

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|--|--|---|--|
| 9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324 | | 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 607.0502 and 607.1508, 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 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 | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---|---|---|
| TITLE | PD | 1.1 TITLE | President and Director |
| NAME | MONTAPERTO, STEVEN | 1.2 NAME | Svodoba, Larry |
| STREET ADDRESS | C/O HANOVER DIRECT, INC. - 1500 HARBOR BLV | 1.3 STREET ADDRESS | 1500 Harbor Blvd. |
| CITY-ST-ZIP | WEEHAWKEN NJ | 1.4 CITY-ST-ZIP | Weehawken, NJ 07087 |
| TITLE | VTSD | 2.1 TITLE | Asst. Secretary |
| NAME | O'BRIEN, EDWARD | 2.2 NAME | Hewitt, Sarah |
| STREET ADDRESS | 1500 HARBOR BLVD. | 2.3 STREET ADDRESS | c/o Brown Raysman etal., 120 West 45th St. |
| CITY-ST-ZIP | WEEHAWKEN NJ | 2.4 CITY-ST-ZIP | New York, NY 10036 |
| TITLE | | 3.1 TITLE | |
| NAME | | 3.2 NAME | |
| STREET ADDRESS | | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 3.4 CITY-ST-ZIP | |
| TITLE | | 4.1 TITLE | |
| NAME | | 4.2 NAME | |
| STREET ADDRESS | | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 4.4 CITY-ST-ZIP | |
| TITLE | | 5.1 TITLE | |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | |
| TITLE | | 6.1 TITLE | |
| 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address

SIGNATURE **Sarah Hewitt** Asst. 1/29/98 (212) 944-1515

CR2E034 (10/97)