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Mar 06, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P08657

1. Corporation Name
LEATHER LOFT STORES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: P.O. BOX 1070, WATSON BROOK ROAD, EXETER NH 03833
 Mailing Address: P.O. BOX 1070, WATSON BROOK ROAD, EXETER NH 03833

3. Date Incorporated or Qualified: **12/31/1985**
 4. FEI Number: **02-0384408**
 5. Certificate of Status Desired: **\$8.75** Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution: **\$5.00** May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business (21-24) and Mailing Address (25-30) fields with sub-headers for Suite, City, State, Zip, and Country.

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 (81-85) fields for Name, Street Address, City, and Zip Code.

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	V	<input type="checkbox"/> DELETE
NAME	MOORE, KEVIN S.	
STREET ADDRESS	WATSON BROOK RD.	
CITY-ST-ZIP	EXETER NH	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	WILSON, DANIEL E.	
STREET ADDRESS	WATSON BROOK RD.	
CITY-ST-ZIP	EXETER NH	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	TOWERS, JEFFREY S.	
STREET ADDRESS	WATSON BROOK RD.	
CITY-ST-ZIP	EXETER NH	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	WANG, CLIVE W.	
STREET ADDRESS	18 WILLIAMS WAY	
CITY-ST-ZIP	DURHAM NH	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HEALEY, ROGER A.	
STREET ADDRESS	WATSON BROOK ROAD	
CITY-ST-ZIP	EXETER NH	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	SHAFMASTER, JONATHAN S.	
STREET ADDRESS	WATSON BROOK RD	
CITY-ST-ZIP	EXETER NH	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Senior Vice President - Finance
4.3 STREET ADDRESS	William H. Blackett
4.4 CITY-ST-ZIP	1 Watson Brook Rd. Exeter, NH 03833
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 607, 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)* **William H. Blackett** 2/23/99 (603) 778-8484
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)