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May 01 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P08756 (9)
 1. Corporation Name
PAUL HARRIS STORES, INC.



Principal Place of Business
**6003 GUION ROAD
 P O BOX 68162
 INDIANAPOLIS IN 46268**

Mailing Address
**6003 GUION ROAD
 P O BOX 68162
 INDIANAPOLIS IN 46268-0162**

3. Date Incorporated or Qualified **01/20/1986** 3a. Date of Last Report **06/10/1996**
 4. FEI Number **35-0907402** Applied For Not Applicable
 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

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

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		
TITLE	PCD	<input type="checkbox"/> DELETE
NAME	FISCHER, CHARLOTTE G.	
STREET ADDRESS	6003 GUION RD.	
CITY-ST-ZIP	INDIANAPOLIS IN	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	BOYERS, JOHN H.	
STREET ADDRESS	6003 GUION RD.	
CITY-ST-ZIP	INDIANAPOLIS IN	
TITLE	S	<input type="checkbox"/> DELETE
NAME	HIMMEL, KEITH L. JR.	
STREET ADDRESS	6003 GUION RD.	
CITY-ST-ZIP	INDIANAPOLIS IN	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BLACKWELL, ROGER D. PH.D.	
STREET ADDRESS	2929 KENNEY ROAD, SUITE 190	
CITY-ST-ZIP	COLUMBUS OH	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GREER, RUDY	
STREET ADDRESS	140 ELSMERE RD.	
CITY-ST-ZIP	BRONXVILLE NY	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	KRY, STIG A.	
STREET ADDRESS	12 E. 49TH ST., SUITE 1400	
CITY-ST-ZIP	NEW YORK NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	SALLY M. TASSANI	
1.3 STREET ADDRESS	515 N. STATE ST.	
1.4 CITY-ST-ZIP	CHICAGO, IL 60610	
2.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	JOHN RAU	
2.3 STREET ADDRESS	1135 SHEPHERD RD.	
2.4 CITY-ST-ZIP	WENNETHA, IL 60093	
3.1 TITLE	V/S	<input checked="" 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 type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
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 do 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 in any attachment with an address.

SIGNATURE: _____

Keith Himmel Jr 4/26/97 46268-0162

CR2E034 (9/96)