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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 # P09567 (9)
1. Corporation Name
A.T. RETAIL, INC.



Principal Place of Business
91 MAIN STREET
WARREN RI 02885
US

Mailing Address
C/O SAMSONITE CORPORATION
11200 E 45TH AVE
DENVER CO 80239-3018
US

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21	26	03/26/1986	04/24/1996
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number	Applied For
22	27	35-1656266	Not Applicable
City & State	City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23	28	<input type="checkbox"/>	<input type="checkbox"/>
Zip	Zip	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24	29	<input type="checkbox"/>	<input type="checkbox"/>
Country	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input type="checkbox"/> No
25	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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD GARY D. ERVICK 91 MAIN ST WARREN RI	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	11200 E. 45th Avenue
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Denver, CO 80239
TITLE	VT NEWTON, SCOTT H. 91 MAIN ST. WARREN RI	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	Sandler, Thomas R.
STREET ADDRESS		2.3 STREET ADDRESS	11200 East 45th Avenue
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Denver, CO 80239
TITLE	V MARK KORROS 91 MAIN STREET WARREN RI	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	D GREEN, STEVEN J. 40301 FISHER ISLAND DRIVE FISHER ISLAND FL	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	Murtagh, John P.
STREET ADDRESS		4.3 STREET ADDRESS	11200 E. 45th Avenue
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Denver, CO 80239
TITLE	VS D. MICHAEL CLAYTON 11200 EAST 45TH AVE DENVER CO	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	VD THOMAS LEONARD 11200 EAST 45TH AVE DENVER CO	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 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 on an attachment with an address.

SIGNATURE BY: D. Michael Clayton f/k/a A.T. RETAIL, INC.
4/16/97 303-373-6174
Date Daytime Phone #
D. Michael Clayton, Vice President/Secretary

CR2E034 (9/96)

SAMSONITE COMPANY STORES, INC.
(f/k/a A. T. RETAIL, INC.)

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Additional Officers

WILEY, RICHARD H.
11200 East 45th Avenue
Denver, Colorado 80239

Assistant Treasurer

HOLTSCHLAG, ROBERT
11200 East 45th Avenue
Denver, Colorado 80239

Assistant Treasurer

NELSON, ROBERT E.
11200 East 45th Avenue
Denver, Colorado 80239

Assistant Treasurer