

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Feb 09 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P12662 (3)
 1. Corporation Name
BROOKS BROTHERS, INC.



Principal Place of Business 346 MADISON AVENUE NEW YORK NY 10017	Mailing Address 346 MADISON AVENUE NEW YORK NY 10017
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/23/1986	
21. Suite, Apt #, etc.	22. City & State	26. Suite, Apt #, etc.	27. City & State	4. FEI Number 51-0297084	Applied For <input type="checkbox"/> Not Applicable
23. Zip	25. Country	28. Zip	30. Country	5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
24. Zip		29. Country		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	

**CORPORATION SERVICE COMPANY
 1201 HAYES STREET
 TALLAHASSEE FL 32301**

81. Name	85. Zip Code
82. Street Address (P.O. Box Number is Not Acceptable)	FL
83.	
84. City	

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	ASD	<input type="checkbox"/> DELETE
NAME	STONE, LEWIS BART	
STREET ADDRESS	200 PARK AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	JOSEPH R GROMER	
STREET ADDRESS	346 MADISON AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	SRV	<input type="checkbox"/> DELETE
NAME	MARVIN COOPER	
STREET ADDRESS	346 MADISON AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	V	<input type="checkbox"/> DELETE
NAME	FLANAGAN, MICHAEL	
STREET ADDRESS	346 MADISON AVE.	
CITY-ST-ZIP	NEW YORK NY 10017	
TITLE	SRVS	<input type="checkbox"/> DELETE
NAME	MARTYN OSBORNE	
STREET ADDRESS	346 MADISON AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CHRIS LITTMODEN	
STREET ADDRESS	346 MADISON AVE.	
CITY-ST-ZIP	NEW YORK NY	

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	JOSEPH R. GROMER
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 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 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: _____ **1/28/98**

CR2E084 (10/97)