


**FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00**

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<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1996</b>		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # P14036 (8)</b> 1. Corporation Name <b>SILAS CREEK RETAIL, INC.</b>			
Principal Place of Business <b>280 CHARLOIS BLVD.</b> <b>WINSTON SALEM NC 27103</b> <b>US</b>		Mailing Address <b>280 CHARLOIS BLVD.</b> <b>WINSTON SALEM NC 27103</b> <b>US</b>	
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 <b>04/15/1987</b>		3a. Date of Last Report <b>05/01/1995</b>	
4. FEI Number <b>56-1506941</b>		Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00 May Be Added to Fees</b>	
7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM</b> <b>1200 S. PINE ISLAND ROAD</b> <b>PLANTATION FL 33324</b>		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 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 _____ DATE _____ <small>Signature typed or printed name of officer, director, agent, or trustee in charge</small>			
12. OFFICERS AND DIRECTORS		13. ADDITIONS-CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY- ST- ZIP	PD <b>FRAZIER, LARRY G.</b> <b>280 CHARLOIS BLVD</b> <b>WINSTON-SALEM NC</b>	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY- ST- ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition <b>D Anthony F Torre</b> <b>Four Gateway Center</b> <b>Newark, NJ 07102-4069</b>
TITLE NAME STREET ADDRESS CITY- ST- ZIP	DC <b>RAYBURN, GREGORY F</b> <b>280 CHARLOIS BLVD</b> <b>WINSTON SALEM NC</b>	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY- ST- ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition <b>D Joseph R Ettore</b> <b>2418 Main Street</b> <b>Rocky Hill, CT 06067</b>
TITLE NAME STREET ADDRESS CITY- ST- ZIP	V <b>TREAT, RUSS</b> <b>280 CHARLOIS BLVD</b> <b>WINSTON-SALEM NC</b>	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY- ST- ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition <b>D David Buxbaum</b> <b>17337 Ventura Blvd Ste 101</b> <b>Encino, CA 91316</b>
TITLE NAME STREET ADDRESS CITY- ST- ZIP	V <b>WOOD, KEVIN R</b> <b>280 CHARLOIS BLVD.</b> <b>WINSTON SALEM NC 27103</b>	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY- ST- ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY- ST- ZIP	V <b>MARSHALL, WILLIAM D</b> <b>280 CHARLOIS BLVD.</b> <b>WINSTON SALEM NC 27103</b>	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY- ST- ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY- ST- ZIP	V <b>W Doyle Parker</b> <b>280 Charlois Blvd</b> <b>Winston-Salem NC 27103</b>	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY- ST- ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), 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: _____ SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		Kevin R Wood 5/1/96 (910) 768-3930 DATE DAY AND PHONE #	

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SILAS CREEK RETAIL, INC  
DIRECTORS

Gregory F. Rayburn  
280 Charlois Blvd.  
Winston-Salem, NC 27103

Larry G. Frazier  
280 Charlois Blvd.  
Winston-Salem, NC 27103

Anthony F. Torre  
Four Gateway Center  
Newark, NJ 07102-4069

Joseph R. Ettore  
Ames Department Stores  
2418 Main Street  
Rocky Hill, CT 06067

David Buxbaum  
17337 Ventura Blvd., Ste. 101  
Encino, CA 91316

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SILAS CREEK RETAIL, INC  
OFFICERS

NAME

TITLE

Gregory F. Rayburn  
280 Charlois Blvd.  
Winston-Salem, NC 27103

Chairman & Chief Executive Officer

Larry G. Frazier  
280 Charlois Blvd.  
Winston-Salem, NC 27103

President & Chief Operating Officer

W. Doyle Parker  
280 Charlois Blvd.  
Winston-Salem, NC 27103

Executive Vice President - Merchandising

Kevin R. Wood  
280 Charlois Blvd.  
Winston-Salem, NC 27103

Executive Vice President, Chief Financial Officer &  
Treasurer