

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

FILED
Apr 27 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 # P17131 (4)
1. Corporation Name
THE SAN FRANCISCO MUSIC BOX COMPANY

Principal Place of Business 233 BROADWAY NEW YORK NY 10279 US	Mailing Address ATTN: TAX DEPT 233 BROADWAY NEW YORK FL 10279
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/09/1987	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 94-2625268	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	DC	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	FARAH, ROGER N			1.2 NAME			
STREET ADDRESS	233 BROADWAY			1.3 STREET ADDRESS			
CITY-ST-ZIP	NEW YORK NY 10279			1.4 CITY-ST-ZIP			
TITLE	VP	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	BLESSING, DAVID C			2.2 NAME			
STREET ADDRESS	390 N. WIGET LANE			2.3 STREET ADDRESS			
CITY-ST-ZIP	WALNUT CREEK CA 94598			2.4 CITY-ST-ZIP			
TITLE	VPT	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	CANNON, JOHN H			3.2 NAME			
STREET ADDRESS	233 BROADWAY			3.3 STREET ADDRESS			
CITY-ST-ZIP	NEW YORK NY 10279			3.4 CITY-ST-ZIP			
TITLE	S	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	CLARKE, SHEILAGH M			4.2 NAME			
STREET ADDRESS	233 BROADWAY			4.3 STREET ADDRESS			
CITY-ST-ZIP	NEW YORK NY 10279			4.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		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		<input type="checkbox"/> DELETE		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 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: *B. M. Clarke* Secretary

4/16/98

CR2E034 (10/97)

" 13/97

Woolworth Specialty Corporation
(Formerly The San Francisco Music Box Company)

Directors:

Gary M. Bahler
Roger N. Farah
Dale W. Hilpert

Officers:

Roger N. Farah
Dale W. Hilpert
John De Wolf
David C. Blessing
Gary H. Brown
John H. Cannon
Donald F. Yost
Sheilagh M. Clarke
James P. Mullin
John F. Merrigan
Peter D. Brown

Chairman
President
Senior Vice President
Vice President and General Manager
Vice President
Vice President and Treasurer
Vice President
Secretary
Assistant Secretary
Assistant Treasurer
Assistant Treasurer