

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Jul 29 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P29413** (2)
1. Corporation Name
BURLINGTON BRANDS, INC.



Principal Place of Business 1266 PLAZA DR P.O. BOX 1023 BURLINGTON NC 27216-8023	Mailing Address 1266 PLAZA DR P.O. BOX 1023 BURLINGTON NC 27216-8023
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DO NOT WRITE IN THIS SPACE

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 05/17/1990	3a. Date of Last Report 03/20/1996
				4. FEI Number 56-1299799	Applied For <input type="checkbox"/> Not Applicable
				5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
				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 _____ (NOTE: Registered Agent's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
	PD	FITZGERALD, KEVIN J.	3021 S. FAIRWAY DR. BURLINGTON NC	<input type="checkbox"/> DELETE			
	SD	SAPP, BENNETT B.	2806 N. FAIRWAY BURLINGTON NC	<input type="checkbox"/> DELETE			
	D	HARRIS, NAT T.	2533 PINEWAY DR. BURLINGTON NC	<input type="checkbox"/> DELETE			
	D	NOWELL, MATT H.	2804 TATTON DR. RALEIGH NC	<input type="checkbox"/> DELETE			
	D	BLAKE A. WAGGONER	1266 PLAZA DRIVE BURLINGTON NC	<input type="checkbox"/> DELETE			
	T	A.G. NOWELL, JR.	P.O. BOX 10005 RALEIGH NC	<input type="checkbox"/> DELETE			
				2.1 TITLE			
				2.2 NAME			
				2.3 STREET ADDRESS			
				2.4 CITY-ST-ZIP			
				3.1 TITLE			
				3.2 NAME			
				3.3 STREET ADDRESS			
				3.4 CITY-ST-ZIP			
				4.1 TITLE			
				4.2 NAME			
				4.3 STREET ADDRESS			
				4.4 CITY-ST-ZIP			
				5.1 TITLE			
				5.2 NAME			
				5.3 STREET ADDRESS			
				5.4 CITY-ST-ZIP			
				6.1 TITLE			
				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 on an attachment with an address.

SIGNATURE:  7/15/97 910 227 7060

CP2E034 (4/97)