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May 08 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 # P37363 (9)

1. Corporation Name

VARSITY SPIRIT FASHIONS & SUPPLIES, INC.

Principal Place of Business

2525 HORIZON LAKE DR. MEMPHIS, TENN 38133
P.O. BOX 341789
MEMPHIS TN 38184-1789

Mailing Address

2525 HORIZON LAKE DR. MEMPHIS, TENN 38133
P.O. BOX 341789
MEMPHIS TN 38184-1789

3. Date Incorporated or Qualified

01/31/1992

3a. Date of Last Report

07/24/1996

4. FEI Number

41-1459853

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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

TITLE	PCD	<input type="checkbox"/> DELETE
NAME	WEBB, JEFFREY G.	
STREET ADDRESS	2525 HORIZON LAKE DR, #1	
CITY - ST - ZIP	MEMPHIS TN	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BOYD, KLINE	
STREET ADDRESS	2525 HORIZON LAKE DR #1	
CITY - ST - ZIP	MEMPHIS TN	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	DUNSEATH, ROBERT W.	
STREET ADDRESS	2525 HORIZON LAKE DR, #1	
CITY - ST - ZIP	MEMPHIS TN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GORDON, ALAN D.	
STREET ADDRESS	2525 HORIZON LAKE DR, #1	
CITY - ST - ZIP	MEMPHIS TN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	STURGES, RANDALL S.	
STREET ADDRESS	20 N. WACKER	
CITY - ST - ZIP	CHICAGO IL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WILLIS, WILLIAM C	
STREET ADDRESS	3315 DEMOCRAT RD	
CITY - ST - ZIP	MEMPHIS TN	

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 type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
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 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: *John M. Nichols* John M. Nichols 4/29/97 901-387-4300
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (9/96)