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Mar 31, 2004 8:00 am  
Secretary of State

03/11/2004 09:29 8139840559

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**2004 FOR PROFIT CORPORATION  
ANNUAL REPORT**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                   |         |                                                                                                                                         |                                                                                   |         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|---------|-----------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---------|
| <b>DOCUMENT # P93000023839</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                   |         |                                                                                                                                         |  |         |
| 1. Entity Name<br><b>PURSE &amp; FASHION OUTLET, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| Principal Place of Business<br><b>903 S. PARK STREET<br/>PETERSBURG, FL 33707 US</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                   |         | Mailing Address<br><b>903 S. PARK STREET<br/>PETERSBURG, FL 33707 US</b>                                                                |                                                                                   |         |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                   |         | 3. Mailing Address                                                                                                                      |                                                                                   |         |
| Suite, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                   |         | Suite, Apt. #, etc.                                                                                                                     |                                                                                   |         |
| City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                   |         | City & State                                                                                                                            |                                                                                   |         |
| Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                   | Country | Zip                                                                                                                                     |                                                                                   | Country |
| 5. Name and Address of Current Registered Agent<br><b>HATHAWAY, JULIANA G<br/>8300 SLMERTON ROAD<br/>SUSITE 104E106<br/>LARGO, FL 34841</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                   |         | 7. Name and Address of New Registered Agent<br>Name<br>Street Address (P.O. Box Number is Not Acceptable)<br>City<br><b>FL</b> Zip Code |                                                                                   |         |
| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of, registered agent.                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| SIGNATURE: <i>Juliana G. Hathaway</i> <i>J. Hathaway</i> DATE: <i>3/10/2004</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| Check # <i>2043</i> 3/10/04<br>FILE NOW!! FEE IS \$150.00<br>After May 1, 2004 Fee will be \$550.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| 9. Election Campaign Financing<br>Trust/Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| 10. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | D <input type="checkbox"/> Delete                                 |         |                                                                                                                                         |                                                                                   |         |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>HATHAWAY, JULIANA G</b>                                        |         |                                                                                                                                         |                                                                                   |         |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>8300 SLMERTON ROAD STE. 230</b>                                |         |                                                                                                                                         |                                                                                   |         |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>LARGO, FL 34841</b>                                            |         |                                                                                                                                         |                                                                                   |         |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Delete                                   |         |                                                                                                                                         |                                                                                   |         |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Delete                                   |         |                                                                                                                                         |                                                                                   |         |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Delete                                   |         |                                                                                                                                         |                                                                                   |         |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Delete                                   |         |                                                                                                                                         |                                                                                   |         |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| 11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Change <input type="checkbox"/> Addition |         |                                                                                                                                         |                                                                                   |         |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Change <input type="checkbox"/> Addition |         |                                                                                                                                         |                                                                                   |         |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Change <input type="checkbox"/> Addition |         |                                                                                                                                         |                                                                                   |         |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Change <input type="checkbox"/> Addition |         |                                                                                                                                         |                                                                                   |         |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| 12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered. |                                                                   |         |                                                                                                                                         |                                                                                   |         |
| SIGNATURE: <i>Juliana G. Hathaway</i> <i>J. Hathaway</i> DATE: <i>3/24/04</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                   |         |                                                                                                                                         |                                                                                   |         |