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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PROFIT CORPORATION ANNUAL REPORT 1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P93000070968 (1)
1. Corporation Name
MARSHALLS OF BRANDON-CROSTOWN, FL., INC.

Principal Place of Business: ONE THEALL ROAD RYE NY 10580
Mailing Address: ONE THEALL ROAD RYE NY 10580-1404

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21 One CVS Dr	26 One CVS Dr	10/13/1993	03/20/1996
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.	4. FEI Number	Applied For
23 Woosocket RI	28 Woosocket RI	04-3276106	Not Applicable
24 02895	25 Providence	5. Certificate of Status Desired	\$8.75 Additional Fee Required
29 02895	30 Providence	<input type="checkbox"/>	\$5.00 May Be Added to Fees
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
UNITED STATES CORPORATION COMPANY 1201 HAYES ST. STE. 105 TALLAHASSEE FL 32301		81 Name CT Corporation	
		82 Street Address (P.O. Box Number is Not Acceptable) 1200 Plummet South Pine Island Rd	
		83	
		84 City Plantation FL 85 Zip Code 33324	

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, the undersigned, accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE: *Patricia A. Canapic*
Signature, typed or printed name of registered agent and title, if applicable (NOTE: Registered Agent signature required when re-appointing) DATE: 1/23/97

PATRICIA A. CANAPIC
SPECIAL ASSISTANT SECRETARY

12. OFFICERS AND DIRECTORS

TITLE	D	# DELETE
NAME	GOLDSTEIN, STANLEY	
STREET ADDRESS	ONE THEALL RD.	
CITY-ST-ZIP	RYE NY	
TITLE	PD	# DELETE
NAME	ROSSI, JERRY	
STREET ADDRESS	200 BRICKSTONE SQ.	
CITY-ST-ZIP	ANDOVER MA	
TITLE	VPS	# DELETE
NAME	AMBRO, J. G	
STREET ADDRESS	200 BRICKSTONE SQ.	
CITY-ST-ZIP	ANDOVER MA	
TITLE	T	# DELETE
NAME	COHEN, IRWIN	
STREET ADDRESS	200 BRICKSTONE SQ.	
CITY-ST-ZIP	ANDOVER MA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Director	# Change <input type="checkbox"/> Addition
1.2 NAME	Thomas M. Ryan	
1.3 STREET ADDRESS	One CVS Dr	
1.4 CITY-ST-ZIP	Woosocket RI 02895	
2.1 TITLE	President	# Change <input type="checkbox"/> Addition
2.2 NAME	Zenon P. Lankowsky	
2.3 STREET ADDRESS	One CVS Dr	
2.4 CITY-ST-ZIP	Woosocket RI 02895	
3.1 TITLE	Secretary	# Change <input type="checkbox"/> Addition
3.2 NAME	Diane McManagle-Glass	
3.3 STREET ADDRESS	One CVS Dr	
3.4 CITY-ST-ZIP	Woosocket RI 02895	
4.1 TITLE	Asst. Secretary	# Change <input type="checkbox"/> Addition
4.2 NAME	Jill M. Goddard	
4.3 STREET ADDRESS	One CVS Dr	
4.4 CITY-ST-ZIP	Woosocket RI 02895	
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		
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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4. 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: *Jill M. Goddard* Jill M Goddard, Asst. Sec. 1/10/97 401-765-1500X3541
Date Daytime Phone

CR2E034 (9/96)