

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

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PROFIT CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # P94000054385 (7)

1. Corporation Name

MARSHALLS OF MIAMI-DOWNTOWN, FL., INC.



Principal Place of Business

Mailing Address

**ONE THEALL RD.
RYE NY 10580**

**ONE THEALL RD.
RYE NY 10580**

3. Date Incorporated or Qualified

07/22/1994

3a. Date of Last Report

06/21/1995

2. Principal Place of Business

2a. Mailing Address

21 **ATTN: CORP TAX DEPT RT 1E**

26

Suite, Apt. #, etc.

22 **770 COCHITUATE ROAD**

27

ATTN: CORP TAX DEPT RT 1E

23 **FRAMINGHAM, MA 01701**

28

770 COCHITUATE ROAD

24 Zip

25

FRAMINGHAM, MA 01701

29

Country

30

4. FEI Number

04-3261743

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

9. Name and Address of Current Registered Agent

**UNITED STATES CORPORATION COMPANY
1201 HAYS ST.
SUITE 105
TALLAHASSEE FL 32301**

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

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	GOLDSTEIN, STANLEY	
STREET ADDRESS	ONE THEALL ROAD	
CITY-ST-ZIP	RYE NY	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	ROSSI, JEROME	
STREET ADDRESS	200 BRICKSTONE SQ.	
CITY-ST-ZIP	ANDOVER MA	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	COHEN, IRWIN	
STREET ADDRESS	200 BRICKSTONE SQ.	
CITY-ST-ZIP	ANDOVER MA	
TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	AMBRO, GREG	
STREET ADDRESS	200 BRICKSTONE SQ.	
CITY-ST-ZIP	ANDOVER MA	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	WARREN, FEIDBERG	
STREET ADDRESS	200 BRICKSTONE SQ.	
CITY-ST-ZIP	ANDOVER MA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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	SEE ATTACHED LIST
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	700001788907
6.3 STREET ADDRESS	-04/22/96--01056--027
6.4 CITY-ST-ZIP	***200.00

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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:

[Signature]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

AL FRD APPR

VICE PRESIDENT

Daytime Phone #

APR 15 1996

CR2E034 (12/95)

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MARSHALLS OF ROSEVILLE, MINN., INC.
MARSHALLS OF RICHFIELD, MN., INC.
MARSHALLS INC. AND ALL SUBSIDIARIES
OFFICERS & DIRECTORS
MARCH 14, 1996

PRESIDENT	RICHARD LESSER
VICE PRESIDENT	ALFRED APPEL
VICE PRESIDENT	DONALD CAMPBELL
VICE PRESIDENT	DAVID WEINER
VICE PRESIDENT	IRVING RITZ
TREASURER	STEVEN R. WISNER
ASSISTANT TREASURER\ ASSISTANT SECRETARY	MARY B. REYNOLDS
SECRETARY	JAY H. HELTZER
ASSISTANT SECRETARY	KEVIN FOX
ASSISTANT SECRETARY	ANN MCCAULEY
CHAIRMAN BOARD OF DIRECTORS	BERNARD CAMMARATA
DIRECTOR	DONALD CAMPBELL
DIRECTOR	RICHARD LESSER
BUSINESS ADDRESS (FOR ALL OF THE ABOVE):	ANNUAL MEETING FIRST TUESDAY IN JUNE
ATTN: CORP. TAX DEPT. 770 COCHITUATE ROAD FRAMINGHAM, MA 01701	TERM OF OFFICE FOR ALL OF THE ABOVE: MARCH 14, 1996 - JUNE 4, 1996