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Apr 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # P95000041350 (6)

1. Corporation Name
SHOECRAFT CATALOG OUTLET, INC.



Principal Place of Business: 27 CLUBHOUSE LANE, BOYNTON BEACH FL 33436
Mailing Address: 27 CLUBHOUSE LANE, BOYNTON BEACH FL 33436

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-24)
2a. Mailing Address (25-28)
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country

3. Date Incorporated or Qualified: 05/25/1995
4. FEI Number: 65-0591623
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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
ROSENBERG, PAUL L
27 CLUBHOUSE LANE
BOYNTON BEACH FL 33436

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code: FL

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 signature required when reinstating) DATE: _____

Table with 5 rows and 2 columns: OFFICERS AND DIRECTORS. Columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP. Includes a DELETE checkbox for each row.

Table with 5 rows and 2 columns: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Columns: 1.1-1.4, 2.1-2.4, 3.1-3.4, 4.1-4.4, 5.1-5.4, 6.1-6.4. Includes Change and Addition checkboxes for each row.

14. I 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: Victor Lerdo, ATTY-IN-FACT 4-1-98 561-995-0064

CR2E034 (10/97)

Special Power of Attorney

I, PAUL ROSENBERG, President of Shoecraft Catalog Outlet, Inc., hereby grant to

my Agent, Victor Lerro

of Victor Lerro & Company PA the right to prepare and sign in Block 14 of the signature area the Florida Department of State Profit Corporation Annual Report on behalf of Shoecraft Catalog Outlet, Inc... This Power of Attorney shall become effective immediately, and shall continue until revoked by me in writing.

Paul Rosenberg
Signature

PRC.
Title

2/2/98
Date