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STATE OF FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000041350
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

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 the current year Intangible Personal Property Tax: 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	29
25	30

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)
200002840332

83 City State Zip
04/15/99 - 01077-019

84 City
*****1500000150.00**

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 _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	P ROSENBERG, PAUL L 27 CLUBHOUSE LANE BOYNTON BEACH, FL 33436	11 TITLE 12 NAME 13 STREET ADDRESS 14 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	21 TITLE 22 NAME 23 STREET ADDRESS 24 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	31 TITLE 32 NAME 33 STREET ADDRESS 34 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	41 TITLE 42 NAME 43 STREET ADDRESS 44 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	51 TITLE 52 NAME 53 STREET ADDRESS 54 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	61 TITLE 62 NAME 63 STREET ADDRESS 64 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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, with all other like empowered.

SIGNATURE: [Signature] **VICTOR LERRO, ATTY IN FACT** **04/06/99** **561-995-0064**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)

Yes, I wish to participate in the Guaranteed Corporation Annual Report Program.

Or

No, I do not wish to participate and I will assume responsibility for the timely filing and payment of this annual report.

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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

PRES
Title

10/30/98
Date

PAUL ROSENBERG
Printed name