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Apr 16 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P95000047878 (0)

1. Corporation Name
BED BATH & BEYOND OF CARROLLWOOD INC.



Principal Place of Business
715 MORRIS AVENUE
SPRINGFIELD NJ 07081

Mailing Address
715 MORRIS AVENUE
SPRINGFIELD NJ 07081-1518

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 650 LIBERTY AVE		26 650 LIBERTY AVE		06/20/1995		05/01/1996	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number		Applied For	
22		27		22-3394763		Not Applicable	
City & State		City & State		5. Certificate of Status Desired		8.75 Additional Fee Required	
23 UNION, NJ		28 UNION, NJ		<input type="checkbox"/>		5.00 May Be Added to Fees	
Zip		Zip		6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/>	
24 07083		29 07083		30 US		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	
Country		Country		<input type="checkbox"/> Yes <input type="checkbox"/> No			
25 US		30 US					

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301-2525

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 reappointing) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	PRESIDENT
NAME	EISENBERG, WARREN	1.2 NAME	EISENBERG, WARREN
STREET ADDRESS	715 MORRIS AVENUE	1.3 STREET ADDRESS	650 LIBERTY AVE
CITY-ST-ZIP	SPRINGFIELD NJ 07081	1.4 CITY-ST-ZIP	UNION, NJ 07083
TITLE	VD	2.1 TITLE	
NAME	FEINSTEIN, LEONARD	2.2 NAME	
STREET ADDRESS	110 BI COUNTY BLVD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	FARMINGDALE NY 11735	2.4 CITY-ST-ZIP	
TITLE	T	3.1 TITLE	TREASURER
NAME	CURWIN, RONALD	3.2 NAME	CURWIN, RONALD
STREET ADDRESS	715 MORRIS AVENUE	3.3 STREET ADDRESS	650 LIBERTY AVE
CITY-ST-ZIP	SPRINGFIELD NJ 07081	3.4 CITY-ST-ZIP	UNION, NJ 07083
TITLE		4.1 TITLE	ASST. SECRETARY
NAME		4.2 NAME	TEMARES, STEVEN
STREET ADDRESS		4.3 STREET ADDRESS	650 LIBERTY AVE
CITY-ST-ZIP		4.4 CITY-ST-ZIP	UNION, NJ 07083
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. 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: *[Signature]* 4-2-97 000 600-0000

CR2E034 (9/96)