

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

PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # P95000051061 (6)

1. Corporation Name

OCALA FOOTACTION, INC.



Principal Place of Business

Mailing Address

% MELVILLE CORPORATION
ONE THEALL ROAD
RYE, NY 10580

% MELVILLE CORPORATION
ONE THEALL ROAD
RYE, NY 10580

2. Principal Place of Business

2a. Mailing Address

21 3100 SW COLLEGE RD
Suite, Apt. #, etc.

26 3940 PIPESTONE RD
Suite, Apt. #, etc.

22 City & State
23 OCALA, FL

27 City & State
28 DALLAS, TX

24 34474 25 Country

29 75212 30 Country

9. Name and Address of Current Registered Agent

3. Date Incorporated or Qualified

06/29/1995

3a. Date of Last Report

4. FEI Number

59-332 9000

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

10. Name and Address of New Registered Agent

UNITED STATES CORPORATION COMPANY
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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 type for principal place of registered agent, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

1.1 TITLE (SEE ATTACHED) DELETE

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE DELETE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE DELETE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE DELETE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE DELETE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

\$200 Dep by Bank

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:

MARK W. MAYER
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2-5-96

214-634-7755

Daytime Phone

CR2E034 (12/95)

FOOTACTION/FAN CLUB/ OPEN COUNTRY - SUBSIDIARIES

P95000051061

Pg. 2

PRESIDENT

RALPH T. PARKS
431-80-8728

3940 PIPESTONE RD., DALLAS, TX., 75212
3604 GARDENIA DR., ARLINGTON, TX
76016 (214) 634-7755

SENIOR VICE-PRESIDENT

CHARLES M. ALBERT
526-66-5378

3940 PIPESTONE RD., DALLAS, TX., 75212
3607 GARDENIA DR., ARLINGTON, TX
76016 (214) 634-7755

SR VICE-PRESIDENT/ CFO

DONALD V. ROACH
112-54-4492

3940 PIPESTONE RD., DALLAS, TX., 75212
2505 TWELVE OAKS LN., COLLEYVILLE, TX
76034 (214) 634-7755

SECRETARY

MARK W. MAYER
276-48-9946

3940 PIPESTONE RD., DALLAS, TX., 75212
5401 BIRCH CT., COLLEYVILLE, TX
76034 (214) 634-7755

ASST. SECRETARY

MICHAEL A. AVILES
101-54-5867

3940 PIPESTONE RD., DALLAS, TX., 75212
6106 NORTHWOOD RD., DALLAS, TX.
75225 (214) 634-7755

DIRECTORS

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431-80-8728

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MICHAEL R. BRENNAN
045-42-6040

ONE THEALL ROAD, RYE, NY 10580
94 GLENMEADOW DR., NORTHFORD, CT.
06472 (214) 634-7755