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May 14 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P97000072037 (9)

1. Corporation Name

AFC SHOE WAREHOUSE, INC.

Principal Place of Business

Mailing Address

1805 MAIN STREET
SUITE 912
SARASOTA FL 34236

1805 MAIN STREET
SUITE 912
SARASOTA FL 34236

DO NOT WRITE IN THIS SPACE

Date Incorporated or Qualified

08/20/1997

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

SCOVILL, H W
1805 MAIN STREET
SUITE 912
SARASOTA FL 34236

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 relisting)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

NAME
D
STREET ADDRESS
4471 MCINTOSH LAKE AVENUE
CITY- ST- ZIP
SARASOTA FL 34233

DELETE

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY- ST- ZIP

Change Addition

NAME
STREET ADDRESS
CITY- ST- ZIP

DELETE

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY- ST- ZIP

Change Addition

NAME
STREET ADDRESS
CITY- ST- ZIP

DELETE

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY- ST- ZIP

Change Addition

NAME
STREET ADDRESS
CITY- ST- ZIP

DELETE

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY- ST- ZIP

Change Addition

NAME
STREET ADDRESS
CITY- ST- ZIP

DELETE

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY- ST- ZIP

Change Addition

NAME
STREET ADDRESS
CITY- ST- ZIP

DELETE

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY- ST- ZIP

Change Addition

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

3/23/98

258-2253