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1040-56515-3230Z

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PROFIT CORPORATION
ANNUAL REPORT
1996

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



DOCUMENT # S38711 (5)

1. Corporation Name
PEMBROKE COMMONS KAY-BEE TOY, INC.



Principal Place of Business
100 WEST STREET
PITTSFIELD MA 01201

Mailing Address
100 WEST STREET
PITTSFIELD MA 01201

3. Date Incorporated or Qualified
03/19/1991

3a. Date of Last Report
04/12/1995

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip
29 Country

4. FEI Number
06-1326494

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

9. Name and Address of Current Registered Agent
UNITED STATES CORPORATION COMPANY
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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

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 time filed at
(NOTE: Registered Agent signature required when renouncing)

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
P	IVERSON, ANN	410 WILLIAMS ST	PITTSFIELD MA	☒
SVP	FINE, ALAN	9 CLIFFWOOD ST	LENEX MA	☐
VP	IPPOLITI, PATRICIA	100 WEST ST	PITTSFIELD MA	☐
VP	CRONIN, R MICHAEL	197 BARTLETT AVE	PITTSFIELD MA	☒
VP	PALINO, ANTHONY	45 PINE KNOLL RD	LENEX MA	☐
VPTS	FARRELL, DVID B	SR 88 BOX 143A	SOUTHFIELD MA	☒

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	Change	Addition
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP	☒	☐
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP	☒	☐
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	☐	☐
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	☐	☐
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP	☐	☐

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: X DB Wiggrocki DB WIGGROCKI 4-1-96 41349900800

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (12/95)

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KAY-BEE TOYS/TOY WORKS - SUBSIDIARIES

<u>Name</u>	<u>Title</u>	<u>Business Address</u>	<u>Residence Address</u>
Alan Fine	President & C.O.O.	100 West Street Pittsfield, MA 01201	9 Cliffwood Street Lenox, MA 01240
Anthony Palino	Vice President & Assistant Secretary	100 West Street Pittsfield, MA 01201	45 Pine Knoll Rd. Lenox, MA 01240
Donald B. Wegrocki	Assistant Secretary, Asst Treasurer	100 West Street Pittsfield, MA 01201	77 Frederick Drive Dalton, MA 01226
John Hendrix	CFO, Sr. Vice President, Treasurer & Secretary	100 West Street Pittsfield, MA 01201	106 Apple Tree Lane Dalton, MA 01226
Salvatore Vasta	Vice President	100 West Street Pittsfield, MA 01201	89 Dunmore Court Lenox, MA 01240
Patricia Ippoliti	Senior Vice President	100 West Street Pittsfield, MA 01201	108 E Housatonic St Apt 7 Pittsfield, MA 01201

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<u>Name</u>	<u>Title</u>	<u>Business Address</u>	<u>Residence Address</u>
Nick Seufert	Vice President	100 West Street Pittsfield, MA 01201	106 E Housatonic St. Apt 3 Pittsfield, MA 01201
Bonnie Burton	Vice President	100 West Street Pittsfield, MA 01201	22 Tamie way Pittsfield, MA 01201
Mark R. Johnson	Assistant Controller / Asst Sec. / Asst Treasurer	100 West Street Pittsfield, MA 01201	140 Raymond Drive Dalton, MA 01226
Neil Watanabe	Vice President & Controller	100 West Street Pittsfield, MA 01201	30231 Cheret Lane Rancho Palos Verdes, CA 90275
Thomas Alfonsi	Vice President	100 West Street Pittsfield, MA 01201	6 Daralyn Ct. Pittsfield, MA 01201
David W. Kinsley	Vice President	100 West Steet Pittsfield, MA 01201	44 Victoria Lane Lanesboro, MA 01237
Dave Gary	Vice President	100 West Street Pittsfield, MA 01201	611 South St. Dalton, MA 01226
Arthur V. Richards	Director	One Theall Rd. Rye, NY 10580	63 Kipp St. Chappaqua, NY 10514