

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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May 19 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **S70410** (3)

1. Corporation Name
THE RAG SHOP/HIALEAH, INC.



Principal Place of Business WESTLAND HIALEAH PROMEN. 3600-100 18TH AVE HIALEAH FL 33012 US	Mailing Address THE RAG SHOP/HIALEAH, INC. 111 WAGARAW RD HAWTHORNE NJ 07506-2720 US
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3. Date Incorporated or Qualified **08/02/1991** 3a. Date of Last Report **05/01/1996**

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 THE RAG SHOP/HIALEAH, INC. 27 Suite, Apt. #, etc. 27 111 WAGARAW ROAD 28 City & State 28 HAWTHORNE, NJ 29 Zip 29 07506-2711 30 Country 30 U.S.
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4. FEI Number 65-0288865	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent PRENTICE HALL CORPORATION SYSTEM INC 1201 HAYES 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 FL 85 Zip Code
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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	
TITLE	<input type="checkbox"/> DELETE
NAME	CD BERENZWEIG, STANLEY
STREET ADDRESS	111 WAGARAW RD. RAG SHOP
CITY-ST-ZIP	HAWTHORNE NJ
TITLE	<input type="checkbox"/> DELETE
NAME	S BERENZWEIG, DORIS
STREET ADDRESS	111 WAGARAW RD. RAG SHOP
CITY-ST-ZIP	HAWTHORNE NJ
TITLE	<input type="checkbox"/> DELETE
NAME	V LOMBARDO, JUDITH
STREET ADDRESS	111 WAGARAW RD. RAG SHOP
CITY-ST-ZIP	HAWTHORNE NJ
TITLE	<input type="checkbox"/> DELETE
NAME	V BERENZWEIG, EVAN
STREET ADDRESS	111 WAGARAW RD. RAG SHOP
CITY-ST-ZIP	HAWTHORNE NJ
TITLE	<input type="checkbox"/> DELETE
NAME	VTD BARNETT, STEVEN
STREET ADDRESS	111 WAGARAW RD. RAG SHOP
CITY-ST-ZIP	HAWTHORNE NJ
TITLE	<input type="checkbox"/> DELETE
NAME	PD AARONSON, MICHAEL
STREET ADDRESS	111 WAGARAW ROAD RAG SHOP
CITY-ST-ZIP	HAWTHORNE NJ

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	HAWTHORNE, NJ 07506
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	HAWTHORNE, NJ 07506
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	HAWTHORNE, NJ 07506
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	HAWTHORNE, NJ 07506
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	HAWTHORNE, NJ 07506
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	HAWTHORNE, NJ 07506

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:  **17 1997** (201) 423-1303
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
STEVEN BARNETT, SENIOR VICE PRESIDENT

CR2E034 (9/96)