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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

DOCUMENT # **S91607** (9)

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

Principal Place of Business
**OCALA SHOPPING CTR
2010 E SILVER SPRINGS BLVD
OCALA FL 34470
US**

Mailing Address
**TH RAG SHOP/OCALA INC.
111 WAGARAW RD
HAWTHORNE NJ 07506-2720
US**



2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 **THE RAG SHOP/OCALA, INC.**

22 City & State

27 **111 WAGARAW ROAD**

23 Zip

Country

28 **HAWTHORNE, NJ**

29 Zip

Country

24

25

30 **07506-2711**

31 **U.S.**

8. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**THE PRENTICE HALL CORPORATION SYSTEM, INC.
1201 HAYES 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, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when re-stating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	CD	<input type="checkbox"/> DELETE
NAME	BERENZWEIG, STANLEY	
STREET ADDRESS	111 WAGARAW RD. RAG SHOP	
CITY-ST-ZIP	HAWTHORNE NJ	
TITLE	S	<input type="checkbox"/> DELETE
NAME	BERENZWEIG, DORIS	
STREET ADDRESS	111 WAGARAW RD. RAG SHOP	
CITY-ST-ZIP	HAWTHORNE NJ	
TITLE	V	<input type="checkbox"/> DELETE
NAME	LOMBARDO, JUDITH	
STREET ADDRESS	111 WAGARAW RD. RAG SHOP	
CITY-ST-ZIP	HAWTHORNE NJ	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BERENZWEIG, EVAN	
STREET ADDRESS	111 WAGARAW ROAD	
CITY-ST-ZIP	HAWTHORNE NJ	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	BARNETT, STEVEN	
STREET ADDRESS	111 WAGARAW RD. RAG SHOP	
CITY-ST-ZIP	HAWTHORNE NJ	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	AARONSON, MICHAEL	
STREET ADDRESS	111 WAGARAW ROAD RAG SHOP	
CITY-ST-ZIP	HAWTHORNE NJ	

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:

SIGNATURE REQUIRED

APR 17 1997

(201) 423-1303

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
STEVEN BARNETT, SENIOR VICE PRESIDENT

Date

Daytime Phone #

CR2E034 (9/96)