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CORPORATION ANNUAL REPORT

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

537 1996
537-56515-82302

DOCUMENT #

(7)

1. Corporation Name

PALM BEACH MALL KAY-BEE TOY, INC.

J36621

Principal Place of Business

Mailing Address

100 WEST STREET
PITTSFIELD MA 01201

100 WEST STREET
PITTSFIELD MA 01201

DO NOT WRITE IN THIS SPACE

3. Date incorporated or Qualified: 10/07/1986
4. Date of Last Report: 04/04/1996

5. FEI Number: 06-1183656
Applied For: Not Applied:

6. Certificate of Status Desired: \$8.75 Additional Fee Required

7. \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under S 199.032 Florida Statutes: Yes No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

24 Country

28 Zip

29 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

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

81 Name
82 (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 607.0506, Florida Statutes.

SIGNATURE: Signature typed or printed name of registered agent and title, if applicable. NOTE: Registered Agent signature required when resigning.

12. OFFICERS AND DIRECTORS

(See attached)

TITLE: D
NAME: ONRAESHI, SHAHID
STREET ADDRESS: ONE THEALL RD
CITY-ST-ZIP: RYE NY

1. TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE: D
NAME: RICHARDS, ARTHUR V.
STREET ADDRESS: ONE THEALL RD
CITY-ST-ZIP: RYE NY

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

TITLE: SVT
NAME: FARRELL, DAVID
STREET ADDRESS: SR 68 BOX 143A
CITY-ST-ZIP: SOUTHFIELD MA

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

TITLE: DP
NAME: POLITZER, JERALD
STREET ADDRESS: 100 WEST STR
CITY-ST-ZIP: PITTSFIELD MA

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

TITLE: VP
NAME: PALINO, ANTHONY
STREET ADDRESS: 45 PINE KNOLL ROAD
CITY-ST-ZIP: LENOX MA

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

TITLE: D
NAME: HARTMAN, PETER M.
STREET ADDRESS: ONE THEALL ROAD
CITY-ST-ZIP: RYE NY

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 of this attachment with my address.

y
DR WESROCKI
4/26/96
5/1/96

536621

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

<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