


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

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PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 853217 (8)

1. Corporation Name
COPPER PENNY CORPORATION



Principal Place of Business 525 N BRAND BLVD 3RD FLOOR GLENDALE CA 91203	Mailing Address 525 N BRAND BLVD 3RD FLOOR GLENDALE CA 91203
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3. Date Incorporated or Qualified 06/22/1982	3a. Date of Last Report 05/01/1995
4. FEI Number 95-2812361	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	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Country
24. Zip	25. Country
29. Zip	30. Country

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM INC.
 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. City
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	HERZER, RICHARD K.	
STREET ADDRESS	525 N BRAND BLVD, 3RD FLR	
CITY-ST-ZIP	GLENDALE CA	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	SILNY, FREDERICK G	
STREET ADDRESS	525 N BRAND BLVD, 3RD FLR	
CITY-ST-ZIP	GLENDALE CA	
TITLE	SV	<input type="checkbox"/> DELETE
NAME	WEISBERGER, MARK D	
STREET ADDRESS	525 N BRAND BLVD, 3RD FLR	
CITY-ST-ZIP	GLENDALE CA	
TITLE	AD	<input checked="" type="checkbox"/> DELETE
NAME	LAVENDER, CAROL	
STREET ADDRESS	525 N. BRAND BLVD., 3RD FLOOR	
CITY-ST-ZIP	GLENDALE CA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	BERG-WILION, ELAYNE(ASST	
STREET ADDRESS	525 N BRAND BLVD, 3RD FLR	
CITY-ST-ZIP	GLENDALE CA	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	AGORRILLA, BULAKLAK T(AS	
STREET ADDRESS	525 N BRAND BLVD, 3RD FLR	
CITY-ST-ZIP	GLENDALE CA	

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	Glendale, CA 91203
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	Glendale, CA 91203
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	Glendale, CA 91203
3.4 CITY-ST-ZIP	
4.1 TITLE	Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Assistant Secretary
4.3 STREET ADDRESS	Sotomayor, Jess E.
4.4 CITY-ST-ZIP	525 N. Brand Blvd., 3rd Floor Glendale, CA 91203
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	Berg-Wilion, Elayne
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	Glendale, CA 91203
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	Agorrilla, Bulaklak T.
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	Glendale, CA 91203

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: *Bulaklak T. Agorrilla* 4/23/96 (818) 240-6055

SIGNATURE AND TYPED OR PRINTED NAME OF FILING OFFICER OR DIRECTOR
 Bulaklak T. Agorrilla, Assistant Treasurer, Texas

CR2E034 (12/95)

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Copper Penny Corporation
Federal I.D. No.: 95-2812361
Year: 1996

Florida Corporation Annual Report
Block 12 (continuation) - Officers & Directors List

Name	Title	Business Address

OFFICERS		

Dennis M. Leifheit	Exec. Vice President - Operations & COO	525 N. Brand Blvd., 3rd Floor Glendale, CA 91203
Stephen T. Pettise	Vice President-Marketing	Same As Above
Anna Ulvan	Vice President-Franchise	Same As Above
Michael B. Rose	Vice President-Development	Same As Above
Naomi K. Shively	Vice President - Human Resources	Same As Above
Lyman Bowe	Vice President - Operations - West	3030 LBJ Fwy #840/LB #51 Dallas, TX 75234
Gene A. Scott	Assistant Treasurer- Controller	525 N. Brand Blvd., 3rd Floor Glendale, CA 91203