

4-25-97 10-5489 C
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 Apr 25 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 # 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 91203-1903

| | | | | | |
|--------------------------------|---------|---------------------|---------|---|---|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date incorporated or Qualified | 3a. Date of Last Report |
| 21 | | 26 | | 06/22/1982 | 04/30/1996 |
| Suite, Apt #, etc | | Suite, Apt #, etc. | | 4. FEI Number | Applied For |
| 22 | | 27 | | 95-2812361 | Not Applicable |
| City & State | | City & State | | 5. Certificate of Status Desired | \$8.75 Additional Fee Required |
| 23 | | 28 | | <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| Zip | Country | Zip | Country | 6. Election Campaign Financing Trust Fund Contribution | <input type="checkbox"/> |
| 24 | 25 | 29 | 30 | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

| | | | | | |
|--|--|--|--|--|--|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | |
| THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301 | | | | 81 | Name |
| | | | | 82 | Street Address (P.O. Box Number is Not Acceptable) |
| | | | | 83 | |
| | | | | 84 | City |

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 | | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | | |
|----------------------------|-------------------------------|---------------------------------|---|--|--|
| TITLE | PD | <input type="checkbox"/> DELETE | 1.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition | |
| NAME | HERZER, RICHARD K. | | 1.2 NAME | | |
| STREET ADDRESS | 525 N BRAND BLVD, 3RD FLR | | 1.3 STREET ADDRESS | | |
| CITY-ST-ZIP | GLENDALE CA | | 1.4 CITY-ST-ZIP | Glendale CA 91203 | |
| TITLE | VTD | <input type="checkbox"/> DELETE | 2.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition | |
| NAME | SILNY, FREDERICK G | | 2.2 NAME | | |
| STREET ADDRESS | 525 N BRAND BLVD, 3RD FLR | | 2.3 STREET ADDRESS | | |
| CITY-ST-ZIP | GLENDALE CA | | 2.4 CITY-ST-ZIP | Glendale CA 91203 | |
| TITLE | SV | <input type="checkbox"/> DELETE | 3.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition | |
| NAME | WEISBERGER, MARK D | | 3.2 NAME | | |
| STREET ADDRESS | 525 N BRAND BLVD, 3RD FLR | | 3.3 STREET ADDRESS | | |
| CITY-ST-ZIP | GLENDALE CA | | 3.4 CITY-ST-ZIP | Glendale CA 91203 | |
| TITLE | AS | <input type="checkbox"/> DELETE | 4.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition | |
| NAME | SOTOMAYOR, JESS E | | 4.2 NAME | | |
| STREET ADDRESS | 525 N. BRAND BLVD., 3RD FLOOR | | 4.3 STREET ADDRESS | | |
| CITY-ST-ZIP | GLENDALE CA | | 4.4 CITY-ST-ZIP | Glendale CA 91203 | |
| TITLE | AS | <input type="checkbox"/> DELETE | 5.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition | |
| NAME | BERG-WILION, ELAYNE | | 5.2 NAME | | |
| STREET ADDRESS | 525 N BRAND BLVD, 3RD FLR | | 5.3 STREET ADDRESS | | |
| CITY-ST-ZIP | GLENDALE CA | | 5.4 CITY-ST-ZIP | Glendale CA 91203 | |
| TITLE | AT | <input type="checkbox"/> DELETE | 6.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition | |
| NAME | AGORRILA, BULAKLAK T | | 6.2 NAME | | |
| STREET ADDRESS | 525 N BRAND BLVD, 3RD FLR | | 6.3 STREET ADDRESS | | |
| CITY-ST-ZIP | GLENDALE CA | | 6.4 CITY-ST-ZIP | Glendale CA 91203 | |

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: By: *Bulaklak T. Agorrilla* Bulaklak T. Agorrilla 4/17/97 Asst. Treasurer-Taxes
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date (818)240-8155

CR2E034 (9/96)

COPPER PENNY CORPORATION
LIST OF OFFICERS AND DIRECTORS

Apr-97

| Name | Title | Business Address |
|---------------------------|--|---|
| <u>OFFICERS</u> | | |
| Dennis M. Leifheit | Exec. Vice President - Operations & COO | 525 N. Brand Blvd. 3rd Flr. Glendale, CA 91203 |
| Anna G. Ulvan | Vice President-Franchise | Same As Above |
| Richard C. Celio | Vice President-Development | Same As Above |
| Naomi K. Shively | Vice President - Human Resources | Same As Above |
| Susan H. Hernandez | Vice President-Marketing | Same As Above |
| Lyman C. Bowe | Vice President - Operations - East | 3030 LBJ Fwy #840/LB #51 Dallas, TX 75234 |
| Rand M. Ferris | Vice President - Operations - West | 525 N. Brand Blvd., 3rd Floor Glendale, CA 91203 |
| Gene A. Scott | Assistant Treasurer- Controller | Same As Above |
| <u>DIRECTORS</u> ----- | | |
| Richard K. Herzer | 525 N. Brand Blvd.,3rd Floor Glendale, CA 91203 | |
| Frederick G. Silny | 525 N. Brand Blvd.,3rd Floor Glendale, CA 91203 | |