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Apr 29 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 # P31588 (7)
 1. Corporation Name
THE TALBOTS, INC.



Principal Place of Business 175 BEAL STREET HINGHAM MA 02043	Mailing Address 175 BEAL STREET HINGHAM MA 02043-1501
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21 2. Principal Place of Business	26 2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
25 Country	30 Country

3. Date Incorporated or Qualified 10/30/1990	3a. Date of Last Report 05/01/1996
4. FEI Number 41-1111318	Applied For 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 type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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

11. Pursuant to the provisions of Sections 607.0402 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZETCHER, ARNOLD B.	12 NAME	
STREET ADDRESS	175 BEAL STREET	13 STREET ADDRESS	
CITY-ST-ZIP	HINGHAM MA	14 CITY-ST-ZIP	
TITLE	VD	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HINKLEY, CLARK	22 NAME	
STREET ADDRESS	175 BEAL STREET	23 STREET ADDRESS	
CITY-ST-ZIP	HINGHAM MA	24 CITY-ST-ZIP	
TITLE	V	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ASH, BRUCE	32 NAME	
STREET ADDRESS	175 BEAL STREET	33 STREET ADDRESS	
CITY-ST-ZIP	HINGHAM MA	34 CITY-ST-ZIP	
TITLE	V	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MANDELL, MICHELE	42 NAME	
STREET ADDRESS	175 BEAL ST.	43 STREET ADDRESS	
CITY-ST-ZIP	HINGHAM MA	44 CITY-ST-ZIP	
TITLE	VT	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LARSEN, EDWARD	52 NAME	
STREET ADDRESS	175 BEAL STREET	53 STREET ADDRESS	
CITY-ST-ZIP	HINGHAM MA	54 CITY-ST-ZIP	
TITLE	VS	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'CONNELL, RICHARD	62 NAME	
STREET ADDRESS	175 BEAL STREET	63 STREET ADDRESS	
CITY-ST-ZIP	HINGHAM MA	64 CITY-ST-ZIP	

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]* TREASURER 4/17/97 617-749-7600

CR2E034 (9/96)

THE TALBOTS, INC.
 175 BEAL STREET
 HINGHAM, MA 02043
 EIN: 41-1111318
 02/01/97

LISTING OF DIRECTORS AND OFFICERS:

LEGAL NAME	SOCIAL SECURITY #	TITLE	BUSINESS ADDRESS
TAKUYA OKADA	N/A	CHAIRMAN	5-1, 1-CHOME, NAKASE, MIHAMA-KU, CHIBA-CITY, 261 JAPAN
ARNOLD B. ZETCHER	493-42-7066	MEMBER	175 BEAL STREET, HINGHAM, MA 02043
MARK WILLES	529-52-9501	MEMBER	175 BEAL STREET, HINGHAM, MA 02043
CLARK HINKLEY	356-34-2221	MEMBER	175 BEAL STREET, HINGHAM, MA 02043
ELIZABETH KENNAN	144-28-4858	MEMBER	175 BEAL STREET, HINGHAM, MA 02043
HIDENORI FUTAGI	N/A	MEMBER	5-1, 1-CHOME, NAKASE, MIHAMA-KU, CHIBA-CITY, 261 JAPAN
EJJI AKIYAMA	N/A	MEMBER	5-1, 1-CHOME, NAKASE, MIHAMA-KU, CHIBA-CITY, 261 JAPAN
MOTOYA OKADA	N/A	MEMBER	5-1, 1-CHOME, NAKASE, MIHAMA-KU, CHIBA-CITY, 261 JAPAN
MASAHARU ISOGAI	N/A	MEMBER	520 MADISON AVE, 24TH FL, NEW YORK, NY 10022
OFFICERS			
ARNOLD B. ZETCHER	493-42-7066	PRESIDENT & CEO	175 BEAL STREET, HINGHAM, MA 02043
CLARK J. HINKLEY	356-34-2221	EXEC. VP & COO	175 BEAL STREET, HINGHAM, MA 02043
J. BRUCE ASH	172-40-4750	SENIOR VP	175 BEAL STREET, HINGHAM, MA 02043
PAUL KASTNER	144-40-9543	SENIOR VP, INTL. ASST SECTY	175 BEAL STREET, HINGHAM, MA 02043
EDWARD L. LARSEN	481-52-0843	SENIOR VP, TREAS	175 BEAL STREET, HINGHAM, MA 02043
MICHELE M. MANDELL	203-36-6099	SENIOR VP	175 BEAL STREET, HINGHAM, MA 02043
RICHARD T. O'CONNELL, JR.	106-42-7834	SENIOR VP, SECTY	175 BEAL STREET, HINGHAM, MA 02043
MARY R. PASCIUCCO	020-46-3588	SENIOR VP	175 BEAL STREET, HINGHAM, MA 02043
RONALD L. RAMSEYER	526-58-6421	SENIOR VP	175 BEAL STREET, HINGHAM, MA 02043
BRUCE C. SODERHOLM	016-32-3056	SENIOR VP	175 BEAL STREET, HINGHAM, MA 02043
STUART M. STOLPER	079-32-3908	SENIOR VP, ASST SECTY	175 BEAL STREET, HINGHAM, MA 02043
JACQUELINE M. CORSO	167-46-1984	VP	175 BEAL STREET, HINGHAM, MA 02043
SANDY F. KATZ	073-38-6607	VP	175 BEAL STREET, HINGHAM, MA 02043
STEVEN J. SIEGLER	423-70-1793	VP	175 BEAL STREET, HINGHAM, MA 02043
KATHLEEN ANN STAAB	511-52-3233	VP	175 BEAL STREET, HINGHAM, MA 02043
LUCY MAIN TWEET	118-42-7925	VP	175 BEAL STREET, HINGHAM, MA 02043
JOHN L. FLORIO	075-50-6776	ASST SECTY	175 BEAL STREET, HINGHAM, MA 02043
JUDY A. O'KEEFE	452-70-7084	VP	175 BEAL STREET, HINGHAM, MA 02043
BRUCE L. PRESCOTT	034-50-1146	VP	175 BEAL STREET, HINGHAM, MA 02043