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FILED
Apr 28 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified 10/30/1990	
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 owes or has paid the current year Intangible Personal Property Tax due June 30. <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 85 Zip Code	
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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 _____ (NOT: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD ZETCHER, ARNOLD B.	1.1 TITLE	V.D SHULMAN, MARK
NAME	175 BEAL STREET	1.2 NAME	175 BEAL STREET
STREET ADDRESS	HINGHAM MA	1.3 STREET ADDRESS	HINGHAM, MA 02043
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VD HINKLEY, CLARK	2.1 TITLE	
NAME	175 BEAL STREET	2.2 NAME	
STREET ADDRESS	HINGHAM MA	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	V ASH, BRUCE	3.1 TITLE	
NAME	175 BEAL STREET	3.2 NAME	
STREET ADDRESS	HINGHAM MA	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	V MANDELL, MICHELE	4.1 TITLE	
NAME	175 BEAL ST.	4.2 NAME	
STREET ADDRESS	HINGHAM MA	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	VT LARSEN, EDWARD	5.1 TITLE	
NAME	175 BEAL STREET	5.2 NAME	
STREET ADDRESS	HINGHAM MA	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	VS O'CONNELL, RICHARD	6.1 TITLE	
NAME	175 BEAL STREET	6.2 NAME	
STREET ADDRESS	HINGHAM MA	6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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.

CR2E034 (10/97)

THE TALBOTS, INC.
 175 BEAL STREET
 HINGHAM, MA 02043
 EIN: 41-1111318
 01/31/98

LISTING OF DIRECTORS AND OFFICERS:

LEGAL NAME	TITLE	BUSINESS ADDRESS
DIRECTORS		
TAKUYA OKADA	CHAIRMAN	5-1, 1-CHOME, NAKASE, MIHAMA-KU, CHIBA-CITY, 261 JAPAN
ARNOLD B. ZETCHER	MEMBER	175 BEAL STREET, HINGHAM, MA 02043
MARK WILLES	MEMBER	175 BEAL STREET, HINGHAM, MA 02043
MARK SHULMAN	MEMBER	175 BEAL STREET, HINGHAM, MA 02043
ELIZABETH KENNAN	MEMBER	175 BEAL STREET, HINGHAM, MA 02043
EIJI AKIYAMA	MEMBER	5-1, 1-CHOME, NAKASE, MIHAMA-KU, CHIBA-CITY, 261 JAPAN
MOTOYA OKADA	MEMBER	5-1, 1-CHOME, NAKASE, MIHAMA-KU, CHIBA-CITY, 261 JAPAN
MASAHARU ISOGAI	MEMBER	520 MADISON AVE, 24TH FL, NEW YORK, NY 10022
OFFICERS		
ARNOLD B. ZETCHER	PRESIDENT & CEO	175 BEAL STREET, HINGHAM, MA 02043
MARK SHULMAN	EXEC. VP, COO & CMO	175 BEAL STREET, HINGHAM, MA 02043
J. BRUCE ASH	SENIOR VP	175 BEAL STREET, HINGHAM, MA 02043
HAROLD B. BOSWORTH	SENIOR VP	175 BEAL STREET, HINGHAM, MA 02043
PAUL KASTNER	SENIOR VP, INT'L. ASST SECTY	175 BEAL STREET, HINGHAM, MA 02043
EDWARD L. LARSEN	SENIOR VP, TREAS	175 BEAL STREET, HINGHAM, MA 02043
MICHELE M. MANDELL	SENIOR VP	175 BEAL STREET, HINGHAM, MA 02043
RICHARD T. O'CONNELL, JR.	SENIOR VP, SECTY	175 BEAL STREET, HINGHAM, MA 02043
MARY R. PASCIUCCO	SENIOR VP	175 BEAL STREET, HINGHAM, MA 02043
BRUCE C. SODERHOLM	SENIOR VP	175 BEAL STREET, HINGHAM, MA 02043
STUART M. STOLPER	SENIOR VP, ASST SECTY	175 BEAL STREET, HINGHAM, MA 02043
SANDY F. KATZ	VP	175 BEAL STREET, HINGHAM, MA 02043
STEVEN J. SIEGLER	VP	175 BEAL STREET, HINGHAM, MA 02043
LUCY MAIN TWEET	VP	175 BEAL STREET, HINGHAM, MA 02043
JOHN L. FLORIO	ASST SECTY	175 BEAL STREET, HINGHAM, MA 02043
JUDY A. O'KEEFE	VP	175 BEAL STREET, HINGHAM, MA 02043
BRUCE L. PRESCOTT	VP	175 BEAL STREET, HINGHAM, MA 02043