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May 11, 1999 8:00 am
Secretary of State

05-11-1999 90041 040 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P31588

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	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29

3. Date Incorporated or Qualified 10/30/1990	
4. FEI Number 41-1111318	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 owes the current year Intangible Personal Property Tax.	<input checked="" 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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
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 _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	ZETCHER, ARNOLD B.	
STREET ADDRESS	175 BEAL STREET	
CITY-ST-ZIP	HINGHAM MA	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	SHULMAN, MARK	
STREET ADDRESS	175 BEAL ST	
CITY-ST-ZIP	HINGHAM MA 02043	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	ASH, BRUCE	
STREET ADDRESS	175 BEAL STREET	
CITY-ST-ZIP	HINGHAM MA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MANDELL, MICHELE	
STREET ADDRESS	175 BEAL ST.	
CITY-ST-ZIP	HINGHAM MA	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	LARSEN, EDWARD	
STREET ADDRESS	175 BEAL STREET	
CITY-ST-ZIP	HINGHAM MA	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	O'CONNELL, RICHARD	
STREET ADDRESS	175 BEAL STREET	
CITY-ST-ZIP	HINGHAM MA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Bosworth, Harold B.
1.3 STREET ADDRESS	175 Beal St.
1.4 CITY-ST-ZIP	Hingham, MA 02043
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	metzcher, H. James
2.3 STREET ADDRESS	175 Beal St.
2.4 CITY-ST-ZIP	Hingham, MA 02043
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, with all other like empowered.

SIGNATURE: Edward L. Larsen **REQUIRED** Edward L. Larsen Date 4/27/99 Daytime Phone # 781-749-7600

CR2E034 (11/98)

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Doc # P31588

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

LISTING OF DIRECTORS AND OFFICERS:

LEGAL NAME	SOCIAL SECURITY #	TITLE	BUSINESS ADDRESS
DIRECTORS			
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
H. JAMES METSCHER	302-54-2893	MEMBER	175 BEAL STREET, HINGHAM, MA 02043
ELIZABETH KENNAN	144-28-4858	MEMBER	175 BEAL STREET, HINGHAM, MA 02043
ELI 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
H. JAMES METSCHER	302-54-2893	EXEC. VP, COO & CMO	175 BEAL STREET, HINGHAM, MA 02043
HAROLD B. BOSWORTH	262-69-4013	SENIOR VP	175 BEAL STREET, HINGHAM, MA 02043
PAUL KASTNER	144-40-9543	SENIOR VP, INT'L. 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.	108-42-7834	SENIOR VP, SECTY	175 BEAL STREET, HINGHAM, MA 02043
CHARLES R. RICHARDSON	415-11-4774	SENIOR VP	175 BEAL STREET, HINGHAM, MA 02043
MARY R. PASCIUCCO	020-46-3588	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
SANDY F. KATZ	073-38-6607	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	SENIOR VP	175 BEAL STREET, HINGHAM, MA 02043
DEBORAH MARTIN-ALBUCKER	086-42-4207	VP	175 BEAL STREET, HINGHAM, MA 02043
CHRISTOPHER L. CUPPLES	558-78-0425	VP	175 BEAL STREET, HINGHAM, MA 02043
CYNTHIA STREICH MURRAY	119-38-2095	VP	175 BEAL STREET, HINGHAM, MA 02043
CAROL GORDON STONE	014-46-0031	VP	175 BEAL STREET, HINGHAM, MA 02043