



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3010

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 16258		2. Name of Corporation HEAVENLY SOLES, INC.			
3. Street Address Principal Business Office 18 HAZARD ST.			City NEWPORT	State RI	Zip 02840
4. Business Phone No. 846-8133		5. State of Incorporation RHODE ISLAND			6. SIC Code 3756
7. Brief Description of the Character of Business Conducted in Rhode Island RETAIL SHOES					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name MARK S. BARLOW			Vice President Name ELAINE BARLOW		
Street Address 18 HAZARD ST.			Street Address 18 HAZARD ST.		
City NEWPORT	State RI	Zip 02840	City NEWPORT	State RI	Zip 02840
Secretary Name SAME			Treasurer Name SAME		
Street Address			Street Address		
City	State	Zip	City	State	Zip
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name NONE			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> AUTHORIZED SHARES			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
2,000 NO PAR VALUE			NONE		

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date	2-22-05
Check No.	23456
By:	<u> </u>
FOR SECRETARY OF STATE USE ONLY	

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Mark S. Barlow 2/14/05
Signature of Officer Date
MARK S. BARLOW
Print or Type Name of Officer
PRESIDENT
Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 16258		2. Name of Corporation HEAVENLY SOLES, INC.			
3. Street Address Principal Business Office 18 HAZARD STREET		City NEWPORT	State RI	Zip 02840	
4. Business Phone No. 4018468133		5. State of Incorporation RHODE ISLAND			6. SIC Code 3756
7. Brief Description of the Character of Business Conducted in Rhode Island RETAIL SHOES					
8. NAMES AND ADDRESSES OF THE OFFICERS (OWNERS FOR PROPRIETARY CORP.) (SEE INSTRUCTIONS FOR FILING)					
President Name MARK S BARLOW		Vice President Name ELAINE E. BARLOW			
Street Address 18 HAZARD ST		Street Address SAME			
City NEWPORT	State RI	Zip 02840	City	State	Zip
Secretary Name SAME		Treasurer Name SAME			
Street Address		Street Address			
City	State	Zip	City	State	Zip
9. NAMES AND ADDRESSES OF THE OTHER OWNERS (OWNERS FOR PROPRIETARY CORP.) (SEE INSTRUCTIONS FOR FILING)					
Director Name SAME		Director Name			
Street Address		Street Address			
City	State	Zip	City	State	Zip
Director Name		Director Name			
Street Address		Street Address			
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED (OWNERS FOR PROPRIETARY CORP.) (SEE INSTRUCTIONS FOR FILING)					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
2,000 NO PAR VALUE					

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Mark S. Barlow 10/8/04
Signature of Officer Date
MARK S. BARLOW
Print or Type Name of Officer
PRESIDENT
Title of Officer

16258 DBC 10/15/04 02:59:19 PM

File Date

OCT 18 2004

Check No.

By M47662

FOR SECRETARY OF STATE USE ONLY



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **16258** 2. Name of Corporation **HEAVENLY SOLES, INC.**
3. Street Address Principal Business Office **18 HAZARD ST.** City **NEWPORT** State **RI** Zip **02840**
4. Business Phone No. **846 8133 (OFFICE)** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **3756**

7. Brief Description of the Character of Business Conducted in Rhode Island

RETAIL SHOES

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name **MARK S. BARLOW** Vice President Name **ELAINE E. BARLOW**
Street Address **18 HAZARD ST.** Street Address **18 HAZARD ST.**
City **NEWPORT** State **RI** Zip **02840** City **NEWPORT** State **RI** Zip **02840**
Secretary Name **ELAINE E. BARLOW** Treasurer Name **MARK S. BARLOW**
Street Address **SAME** Street Address **SAME**
City **SAME** State **SAME** Zip **SAME** City **SAME** State **SAME** Zip **SAME**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name **MARK S. BARLOW** Director Name **NONE**
Street Address **SAME** Street Address **NONE**
City **SAME** State **SAME** Zip **SAME** City **SAME** State **SAME** Zip **SAME**
Director Name **NONE** Director Name **NONE**
Street Address **NONE** Street Address **NONE**
City **SAME** State **SAME** Zip **SAME** City **SAME** State **SAME** Zip **SAME**

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
2,000 NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
NONE

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 6 2 5 8 *

File Date: **2/13/03**

Check No.: **21727**

By: **[Signature]**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

X **Mark S. Barlow** **2/14/03**
Signature of Officer Date

MARK S. BARLOW
Print or Type Name of Officer

PRESIDENT
Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 16258
2. Name of Corporation HEAVENLY SOLES, INC.
3. Street Address Principal Business Office 131 SWINBURNE ROW
4. Business Phone No. _____
5. State of Incorporation RHODE ISLAND

City NEWPORT State RI Zip 02840
6. SIC Code 3756

7. Brief Description of the Character of Business Conducted in Rhode Island

RETAIL SHOE SALES

8. NAMES AND ADDRESSES OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name MARK S. BARLOW
Street Address 18 HAZARD ST
City NEWPORT State RI Zip 02840
Secretary Name MARK S. BARLOW
Street Address _____
City _____ State _____ Zip _____

Vice President Name ELAINE E. BARLOW
Street Address SAME
City _____ State _____ Zip _____
Treasurer Name ELAINE E. BARLOW
Street Address _____
City _____ State _____ Zip _____

9. NAMES AND ADDRESSES DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name SAME
Street Address _____
City _____ State _____ Zip _____
Director Name _____
Street Address _____
City _____ State _____ Zip _____

Director Name _____
Street Address _____
City _____ State _____ Zip _____
Director Name _____
Street Address _____
City _____ State _____ Zip _____

10. SHARES AUTHORIZED COMMON (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares 2,000 NO PAR VALUE Class/Series _____ Par Value _____

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares SAME Class/Series _____ Par Value _____

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 6 2 5 8 *

File Date: 3-1-02
207141
Check No.: 2
By: _____
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Mark S. Barlow Date 2/26/02
Print or Type Name of Officer MARK S. BARLOW
Title of Officer PRESIDENT



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 16258 2. Name of Corporation HEAVENLY SOLES, INC.

3. Street Address Principal Business Office 131 SWINBURNE ROW City NEWPORT State RI Zip 02840

4. Business Phone No. 401 846-0067 5. State of Incorporation RHODE ISLAND 6. SIC Code 3756

7. Brief Description of the Character of Business Conducted in Rhode Island

RETAIL SHOES

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

MARK BARLOW

Street Address

16 HAZARD ST

City

NEWPORT

State

RI

Zip

02840

Secretary Name

MARK BARLOW

Street Address

SAME

City

State

Zip

Vice President Name

ELAINE BARLOW

Street Address

SAME

City

State

Zip

Treasurer Name

ELAINE BARLOW

Street Address

SAME

City

State

Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Director Name

Street Address

Street Address

City

State

Zip

City

State

Zip

Director Name

Director Name

Street Address

Street Address

City

State

Zip

City

State

Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

2000 NO PAR VAL

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

NONE

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 6 2 5 8 *

File Date: 4-23-01

Check No.: 19708

By: C

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Mark Barlow 4/23/01
Signature of Officer Date

MARK S. BARLOW
Print or Type Name of Officer

PRESIDENT
Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.
16258

2. Name of Corporation
HEAVENLY SOLES, INC.

3. Street Address Principal Business Office

City

State

Zip

4. Business Phone No.

5. State of Incorporation
RHODE ISLAND

6. SIC Code
3756

(401) 846 8133

Brief Description of the Character of Business Conducted in Rhode Island

RETAIL SHOES

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

Vice President Name

Street Address
MARK J. BARLOW

Street Address
ELAINE E. BARLOW

City
18 HAZARD ST

City
SAME

Secretary Name
NEWPORT RI 02840

Street Address
MARK J. BARLOW

Street Address
ELAINE E. BARLOW

City
SAME

City
SAME

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Director Name

Street Address
MARK J. BARLOW

Street Address
ELAINE E. BARLOW

City
SAME

City
SAME

Director Name

Director Name

Street Address
NONE

Street Address
NONE

City
SAME

City
SAME

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

ISSUED SHARES

Number of Shares Class/Series Par Value

Number of Shares Class/Series Par Value

2000 NO PAR VAL

NONE

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 6 2 5 8 *

PAID

File Date: **MAR 02 2000**

Check No.: **SECY OF STATE**

By: _____

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer **Mark J. Barlow** Date **2/28/00**

Print or Type Name of Officer
MARK J. BARLOW

Title of Officer
PRESIDENT



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **1999**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. **16258** 2. Name of Corporation **HEAVENLY SOLES, INC.**
3. Street Address Principal Business Office _____ City _____ State _____ Zip _____
4. Business Phone No. _____ 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **3758**

7. Brief Description of the Character of Business Conducted in Rhode Island

RETAIL SHOES

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name MARK S. BARLOW Street Address 18 HAZARD ST. City NEWPORT State RI Zip 02840	Vice President Name ELAINE E. BARLOW Street Address SAME City _____ State _____ Zip _____
Secretary Name MARK S. BARLOW Street Address SAME City _____ State _____ Zip _____	Treasurer Name ELAINE E. BARLOW Street Address SAME City _____ State _____ Zip _____

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name NONE Street Address _____ City _____ State _____ Zip _____	Director Name _____ Street Address _____ City _____ State _____ Zip _____
Director Name _____ Street Address _____ City _____ State _____ Zip _____	Director Name _____ Street Address _____ City _____ State _____ Zip _____

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
------------------	--------------	-----------

2000 NO PAR VAL

NONE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
------------------	--------------	-----------

NONE

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: **Feb 18, 99**

Check No.: **17819**

By: **[Signature]**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Mark S. Barlow **2/11/99**
Signature of Officer Date

MARK S. BARLOW
Print or Type Name of Officer

PRESIDENT
Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **1998**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

2. Name of Corporation

16258

HEAVENLY SOLES, INC.

3. Street Address Principal Business Office

City

State

Zip

131 SWINBURNE ROW

NEWPORT

RI

02840

4. Business Phone No.

5. State of Incorporation

6. SIC Code

846-0067

RHODE ISLAND

3758

7. Brief Description of the Character of Business Conducted in Rhode Island

RETAIL SHOES

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name

Vice President Name

MARK S. BARLOW

ELAINE E. BARLOW

Street Address

Street Address

18 HAZARD ST

SAME

City

State

Zip

City

State

Zip

NEWPORT

RI

02840

Secretary Name

Treasurer Name

MARK S. BARLOW

ELAINE E. BARLOW

Street Address

Street Address

City

State

Zip

City

State

Zip

SAME

SAME

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name

Director Name

Street Address

Street Address

City

State

Zip

City

State

Zip

Director Name

Director Name

Street Address

Street Address

City

State

Zip

City

State

Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

ISSUED SHARES

Number of Shares

Class/Series

Par Value

Number of Shares

Class/Series

Par Value

2000 NO PAR VAL

2000

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 6 2 5 8 *

File Date: 3/2

Check No.: 16751

By: KSD

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: MARK S. BARLOW Date: 2/25/98

Print or Type Name of Officer: MARK S. BARLOW

Title of Officer: PRESIDENT



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Lungevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 16258		2. Name of Corporation HEAVENLY SOLES, INC.			
3. Street Address Principal Business Office 131 SWINBURNE Row		City NEWPORT	State RI	Zip 02840	
4. Business Phone No. (401) 846 0067		5. State of Incorporation RHODE ISLAND		6. SIC Code 3756	
7. Brief Description of the Character of Business Conducted in Rhode Island RETAIL SHOES 3756					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)					
President Name MARK S BARLOW		Vice President Name ELAINE E. BARLOW			
Street Address 18 HAZARD ST.		Street Address SAME			
City NEWPORT	State RI	City SAME	State RI	Zip 02840	
Secretary Name MARK S BARLOW		Treasurer Name ELAINE E. BARLOW			
Street Address SAME		Street Address SAME			
City SAME	State RI	City SAME	State RI	Zip 02840	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)					
Director Name		Director Name			
Street Address		Street Address			
City	State	City	State	Zip	
Director Name		Director Name			
Street Address		Street Address			
City	State	City	State	Zip	
10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)					
AUTHORIZED SHARES		ISSUED SHARES			
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
2000 NO PAR VAL		NONE	NONE		

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 6 2 5 8 *

File Date: **2-26-97**

Check No.: **15549**

By: **ILP / SEC**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Mark S Barlow 2/23/97
Signature of Officer Date

MARK S. BARLOW
Print or Type Name of Officer

President
Title of Officer

PROFIT CORPORATION ANNUAL REPORT

1996



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1

Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 16258		2. NAME OF CORPORATION HEAVENLY SOLES, INC.			
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 131 SWINBURNE ROW		CITY NEWPORT	STATE RI		
4. BUSINESS PHONE NO. (401) 846 0067		5. STATE OF INCORPORATION RHODE ISLAND	6. SIC CODE 3756		
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND RETAIL SHOES 3756					
8. NAMES AND ADDRESSES OF THE OFFICERS					
PRESIDENT NAME MARK S. BARLOW		VICE PRESIDENT NAME ELAINE E. BARLOW			
STREET ADDRESS 18 HAZARD ST		STREET ADDRESS SAME			
CITY NEWPORT	STATE RI	CITY	STATE		
ZIP CODE 02840		ZIP CODE			
SECRETARY NAME MARK S. BARLOW		TREASURER NAME ELAINE E. BARLOW			
STREET ADDRESS SAME		STREET ADDRESS SAME			
CITY	STATE	CITY	STATE		
ZIP CODE		ZIP CODE			
9. NAMES AND ADDRESSES OF THE DIRECTORS					
DIRECTOR NAME		DIRECTOR NAME			
STREET ADDRESS		STREET ADDRESS			
CITY	STATE	CITY	STATE		
ZIP CODE		ZIP CODE			
DIRECTOR NAME		DIRECTOR NAME			
STREET ADDRESS		STREET ADDRESS			
CITY	STATE	CITY	STATE		
ZIP CODE		ZIP CODE			
10. SHARES AUTHORIZED AND ISSUED					
AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
2000 NO PAR VAL		NONE	NONE		

This report must be **SIGNED IN INK** by either the
President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date: **2/28/96**
Check No: **14362**
By: **CP**

Signature of Officer
MARK S. BARLOW
Print or Type Name of Officer
PRESIDENT

Title of Officer
2/26/96
Date

For Secretary of State Use Only

DETACH BOTTOM BEFORE RETURNING

FORM 31 12/95



ANNUAL REPORT

Please Type or Print
File Annually - Jan. 1 - March 1
Filing Fee \$50.00
Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

0018258

1995

Corporate ID:

Annual Report for the year:

HEAVENLY SOLES, INC.

Name of Corporation:

Business entity organized under the laws of the State of: R-I

For foreign entity, address and telephone number of principal office:

Business Entity is (check one):

☒ Business Corporation (See RIGL Chapter 7-1.1)

☐ Professional Service Corporation (See RIGL Chapter 7-5.1)

Brief statement of the character of business conducted in Rhode Island:

RETAIL SHOES

Phone: (401) 846 8133 (OFFICE)

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

131 SWINBURNE ROW
NEWPORT RI 02840

Phone: (401) 846-0067 (STORE)

THE NAMES OF THE OFFICERS ARE:

	STREET ADDRESS	CITY/STATE	ZIP CODE
PRESIDENT	<u>MARK S. BARLOW</u>	<u>20 HAZARD ST.</u>	<u>NEWPORT RI 02840</u>
VICE PRESIDENT	<u>ELAINE E. BARLOW</u>	<u>"</u>	<u>"</u>
SECRETARY	<u>MARK S. BARLOW</u>	<u>"</u>	<u>"</u>
TREASURER	<u>ELAINE E. BARLOW</u>	<u>"</u>	<u>"</u>

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>AS ABOVE</u>			
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE

NUMBER OF SHARES AUTHORIZED (Rider may be attached)

Number of Shares	Class / Series
<u>2,000</u>	<u>COMMON</u>

NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)

Number of Shares	Class / Series
<u>NONE</u>	<u>NONE</u>

Date 1/12, 19 95

By: Mark S. Barlow
MARK S. BARLOW

PRINT OR TYPE NAME OF OFFICER SIGNING

TITLE OF OFFICER SIGNING

PRESIDENT

Form 31 1/95

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

MARK S. BARLOW
20 HAZARD STREET
NEWPORT RI 02840

FILED

FEB 27 1995

By ML 13220

Filing Fee \$50.00
Payable to
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

File Annually
LLC Sept. 1 - Nov. 1
CORP Jan. 1 - March 1

Corporate ID: 0016258 Annual Report for the year: 1994

Name of Business Entity: HEAVENLY SOLES, INC.

Business entity organized under the laws of the State of: RIHODE ISLAND

Federal Taxpayer Identification Number: [REDACTED]

For foreign entity, address and telephone number of principal office:
N/A

Phone: ()

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):
20 HAZARD ST.
NEWPORT RI 02840

Phone: (401) 846 8133

Business Entity is (check one)

- ☒ Business Corporation (See RIGL Chapter 7-1.1)
☐ Professional Service Corporation (See RIGL Chapter 7-5.1)
☐ Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

MARK BARLOW (PRESIDENT)
PO Box 3864
NEWPORT RI 02840

Brief statement of the character of business conducted in Rhode Island:

Retail Store

Date of Organization: 6/1/84

Date of Qualification to do business in Rhode Island (if foreign entity):

THE NAMES OF THE OFFICERS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>MARK J. BARLOW</u>	<u>20 HAZARD ST.</u>	<u>NEWPORT RI</u>	<u>02840</u>
<u>ELAINE E. BARLOW</u>	<u>"</u>	<u>"</u>	<u>"</u>
<u>MARK S. BARLOW</u>	<u>"</u>	<u>"</u>	<u>"</u>
<u>ELAINE E. BARLOW</u>	<u>"</u>	<u>"</u>	<u>"</u>

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>SAME</u>	<u>"</u>	<u>"</u>	<u>"</u>
<u>"</u>	<u>"</u>	<u>"</u>	<u>"</u>
<u>"</u>	<u>"</u>	<u>"</u>	<u>"</u>

NUMBER OF SHARES AUTHORIZED (if Applicable):

NUMBER: 2,000

CLASS: Common

SERIES:

PAR VALUE OR WITHOUT PAR: NONE

NUMBER OF SHARES ISSUED AND OUTSTANDING (if Applicable):

NUMBER: 500

CLASS: Common

SERIES:

PAR VALUE OR WITHOUT PAR: NONE

Date: 2/17 19 94

By: MARK S. BARLOW

PRINT OR TYPE NAME OF OFFICER SIGNING: MARK S. BARLOW

TITLE OF OFFICER SIGNING: PRESIDENT

Form 31 1994

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed.

MARK S. BARLOW
20 HAZARD STREET
NEWPORT RI 02840

FILED

MAR 5 1994

BY ME5912009

Filing Fee \$50.00

MBK CK 9955

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0016258 Annual Report for the year 1992

FIRST: The name of the corporation is HEAVENLY SOLES, INC.

SECOND: It is incorporated under the laws of RHODE ISLAND

THIRD: Character of business, briefly stated, is RETAIL SHOES

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island 20 HAZARD ST., NEWPORT RI 02840

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

Director

MARKS. BARLOW

President

20 HAZARD ST. NEWPORT RI 02840

ELAINE E. BARLOW

Vice President

"

"

MARK S. BARLOW

Secretary

"

"

ELAINE E. BARLOW

Treasurer

"

"

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

2,000

COMMON

PAID

NONE

EIGHTH: Number of Shares issued:

No. of Shares

Class

FEB 28 1992
SEC'y OF STATE

Par Value
or statement that
shares are without
par value

500

COMMON

NONE

Dated 2/26/ 1992

HEAVENLY SOLES, INC.
(Name of Corporation)

By

Mark S. Barlow

Title

President

(Report must be signed by an officer)

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903Corporate ID 0015258 Annual Report for the year 1991FIRST: The name of the corporation is HEAVENLY SOLES, INC.SECOND: It is incorporated under the laws of RHODE ISLANDTHIRD: Character of business, briefly stated, is RETAIL SHOESFOURTH: If foreign corporation, address of its principal office N/AFIFTH: Business address in Rhode Island 227 GODDARD ROW
NEWPORT RI 0840

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

~~MARK S. BARLOW~~

Director

~~ELAINE E. BARLOW~~

Director

~~MARK S. BARLOW~~

Director

MARK S. BARLOW

President

18 HAZARD ST. NEWPORT RI 0840

ELAINE E. BARLOW

Vice President

"

"

MARK S. BARLOW

Secretary

"

"

ELAINE E. BARLOW

Treasurer

"

"

SEVENTH: Number of Shares authorized:

No. of Shares

Class

2000

Common

Par Value
or statement that
shares are without
par value

0

EIGHTH: Number of Shares issued:

No. of Shares

Class

500

Common

Par Value
or statement that
shares are without
par value

0

Series PAID
MAR 13 1991
SECY OF STATE
SeriesDated 3/1 19 91HEAVENLY SOLES, INC.
(Name of Corporation)By Mark S. BarlowTitle President

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0016258 Annual Report for the year 1990

FIRST: The name of the corporation is HEAVENLY SOLES, INC.

SECOND: It is incorporated under the laws of RHODE ISLAND

THIRD: Character of business, briefly stated, is RETAIL SHOES

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island 20 HAZARD ST., NEWPORT 02840

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

MARK S. BARLOW Director

20 HAZARD ST. NEWPORT 02840

ELAINE E. BARLOW Director

11

MARK S. BARLOW Director

11

ELAINE E. BARLOW President

11

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

21,000

PAID Series

FEB 23 1990

Par Value
or statement that
shares are without
par value

NONE

EIGHTH: Number of Shares issued:

No. of Shares

Class

500

SECY. OF STATE

Series

Par Value
or statement that
shares are without
par value

NONE

Dated 2/20 19 90

HEAVENLY SOLES, INC.
(Name of Corporation)

By Mark S. Barlow

Title PRESIDENT

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0016258

Annual Report for the year 1989

FIRST: The name of the corporation is HEAVENLY SOLES, INC.

SECOND: It is incorporated under the laws of RHODE ISLAND

THIRD: Character of business, briefly stated, is RETAIL SHOES

FOURTH: If foreign corporation, address of its principal office N/A

FIFTH: Business address in Rhode Island 20 HAZARD ST. NEWPORT, RI 02840

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

Director

MARK S. BARLOW President

ELAINE E. BARLOW Vice President

MARK S. BARLOW Secretary

ELAINE E. BARLOW Treasurer

20 HAZARD ST. NEWPORT, RI 02840

"

"

"

"

"

"

"

"

"

SEVENTH: Number of Shares authorized:

No. of Shares

Class

2000

Common

Series

Par Value
or statement that
shares are without
par value

NONE

EIGHTH: Number of Shares issued:

No. of Shares

Class

500

Common

Series

Par Value
or statement that
shares are without
par value

NONE

SECY OF STATE

MAR 01 1989

PAID

Dated 2/27 19 89

HEAVENLY SOLES, INC.
(Name of Corporation)

By Mark S. Barlow

Title PRESIDENT

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 16258 Annual Report for the year 1988

FIRST: The name of the corporation is HEAVENLY SOLES, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is retail shoes

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island 20 Hazard Street, Newport, RI 02840

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
	Director	
	Director	
	Director	
Mark S. Barlow	President	20 Hazard Street, Newport, RI 02840
Elaine E. Barlow	Vice President	20 Hazard Street, Newport, RI 02840
Mark S. Barlow	Secretary	20 Hazard Street, Newport, RI 02840
Elaine E. Barlow	Treasurer	20 hazard Street, Newport, RI 02840

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
2,000	common		none

PAID

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
500	common		none

MAR 03 1988
SEC'y OF STATE

Dated February 23, 19 88

(Report must be signed by an officer)

HEAVENLY SOLES, INC.
(Name of Corporation)
By Mark S. Barlow
Title PRESIDENT

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....16258.....

Annual Report for the year.....1987.....

FIRST: The name of the corporation is.....HEAVENLY SOLES, INC.....

SECOND: It is incorporated under the laws of.....Rhode Island.....

THIRD: Character of business, briefly stated, is.....RETAIL - SHOES.....

FOURTH: If foreign corporation, address of its principal office.....N/A.....

FIFTH: Business address in Rhode Island.....227 GODDARD ROW
NEWPORT, RI 02840.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

Director

MARK S. BARLOW	President	18 HAZARD ST. NEWPORT RI	02840
ELAINE E. BARLOW	Vice President	"	"
MARK S. BARLOW	Secretary	"	"
ELAINE E. BARLOW	Treasurer	"	"

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

2,000

Par Value
or statement that
shares are without
par value

No Par Value

PAID

MAR 06 1987

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

100

Par Value
or statement that
shares are without
par value

No Par Value
MAY 21 1987

Dated.....2/27.....1987.....

HEAVENLY SOLES, INC.
(Name of Corporation)

By.....Mark S. Barlow.....

Title.....President.....

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 16258 Annual Report for the year 86

FIRST: The name of the corporation is HEAVENLY SOLES, INC.

SECOND: It is incorporated under the laws of RHODE ISLAND

THIRD: Character of business, briefly stated, is RETAIL SHOES

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island PO Box 3864
NEWPORT, RI 02840

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

Director

MARK S. BARLOW President

ELAINE E. BARLOW Vice President

MARK S. BARLOW Secretary

ELAINE E. BARLOW Treasurer

20 HAZARD ST. NEWPORT RI 02840

"

"

"

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

2000

Common

No Par Value

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

100

Common

No Par Value

PAID

MAR 27 1986

SECY. OF STATE

Dated March 10 19 86

HEAVENLY SOLES, INC.
(Name of Corporation)

APR 05 ENT'D

(Report must be signed by an officer)

By

Title

Mark S. Barlow

President

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....16258..... Annual Report for the year...1985.....

FIRST: The name of the corporation is...HEAVENLY SOLES, INC.....

SECOND: It is incorporated under the laws of...Rhode Island.....

THIRD: Character of business, briefly stated, is...RETAIL SHOES.....

FOURTH: If foreign corporation, address of its principal office.....

FIFTH: Business address in Rhode Island...28 HARRISON AVE.
NEWPORT, R.I. 02840.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

Director

MARK S. BARLOW President 28 HARRISON AVE NEWPORT, RI 02840

ELAINE BARLOW Vice President "

MARK S. BARLOW Secretary

ELAINE BARLOW Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

2000

COMMON
06/23/85

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

200

COMMON
PAID
04/02/85
15.00

Dated...5/11... 1985

HEAVENLY SOLES
(Name of Corporation)

By...Mark S. Barlow...

Title...President...

(Report must be signed by an officer)