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PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

48.183

FILED
Apr 02, 1996 08:00 AM
Secretary of State

DOCUMENT # **815881** (8)
1. Corporation Name
THE SOUTHLAND CORPORATION



Principal Place of Business: 2711 N. HASKELL AVE. P.O. BOX 711 DALLAS TX 75221-7711
Mailing Address: 2711 N. HASKELL AVE. P.O. BOX 711 DALLAS TX 75221-7711

2. Principal Place of Business (21-23) and Mailing Address (24-30) fields with sub-sections for Suite, Apt. #, City & State, Zip, and Country.

3. Date Incorporated or Qualified: 01/02/1962
3a. Date of Last Report: 04/19/1995
4. FEI Number: 75-1085131
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes [] 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 (81-84)
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code: **FL**

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 the date applicable. (If FEI Registered Agent Signature required, when not 3/1/96)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCEO MATTHEWS, CLARK J., II 7005 STEFANI DALLAS TX	<input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY, ST, ZIP
TITLE	AS MCELROY, M. TODD 406 SHEFFIELD DR. RICHARDSON TX	<input checked="" type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY, ST, ZIP
TITLE	VT URBEL, DAVID A. 4062 MODLIN FT. WORTH TX	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY, ST, ZIP
TITLE	EVCA RODGERS, JOHN H. 6511 BELMEAD DR. DALLAS TX	<input checked="" type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY, ST, ZIP
TITLE	D THOMPSON JOHN PHILP 3925 MIRMAR DALLAS TX	<input checked="" type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY, ST, ZIP
TITLE	VGC SMITH, BRYAN F. J 6323 STEFANI DALLAS TX	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY, ST, ZIP

AS West, James K. #8 Shadywood Place Richardson, TX 75080	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
EVCA Krumholz, Stephen B. 905 Filmore Plano, TX 75025	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: James K. West James K. West, Assistant Secretary 3/25/96 214/828-7173
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE Telephone #

CR2E034 (12/95)

THE SOUTHLAND CORPORATION

November 3, 1995

<p><u>STREET ADDRESS</u> 2711 N. HASKELL AVE. DALLAS, TX 75204-2906</p>	<p><u>MAILING ADDRESS</u> P. O. BOX 711 DALLAS, TX 75221-0711</p>
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LIST OF OFFICERS AND DIRECTORS

<u>OFFICER</u>	<u>TITLE</u>	<u>HOME ADDRESS</u>	<u>DATE/PLACE OF BIRTH</u>
MASATOSHI ITO SS # - NONE	CHAIRMAN OF THE BOARD	1-25-16, MINAMIYAZABU MINATO-KU, TOKYO JAPAN	APRIL 30, 1924 TOKYO, JAPAN
TOSHIFUMI SUZUKI SS # - NONE	VICE CHAIRMAN OF THE BOARD	3-26-6, KICHIOJI-MINAMIMACHI MUSASHINO-SHI, TOKYO JAPAN	DECEMBER 1, 1932 NAGANO, JAPAN
CLARK J. MATTHEWS, II SS #456-50-5363	PRESIDENT & CHIEF EXECUTIVE OFFICER; SECRETARY	7005 STEFANI DALLAS, TX 75225	OCTOBER 1, 1936 ARKANSAS CITY, KS
STEPHEN B. KRUMHOLZ SS #329-44-0504	EXECUTIVE VICE PRESIDENT & CHIEF OPERATING OFFICER	905 FILMORE PLANO, TX 75025	SEPTEMBER 8, 1949 PEORIA, IL
BRYAN F. SMITH, JR. SS #459-76-8692	SR. VICE PRESIDENT & GENERAL COUNSEL; ASST. SECRETARY	6323 STEFANI DALLAS, TX 75225	JANUARY 6, 1953 DALLAS, TX
RODNEY A. BREHM SS #530-36-7700	SENIOR VICE PRESIDENT	4103 OXFORD COURT COLLEYVILLE, TX 76034	SEPTEMBER 3, 1947 MINDEN, NE
DON E. THOMAS SS #458-11-4587	CONTROLLER	4129 DUNDEE LANE PLANO, TX 75093	NOVEMBER 16, 1958 HAMILTON, TX
DAVID A. URBEL SS #128-30-0587	VICE PRESIDENT & TREASURER	4062 MODLIN FORT WORTH, TX 76107	JULY 29, 1941 AMSTERDAM, NY
PAUL L. BUREAU, JR. SS #367-42-4273	VICE PRESIDENT & ASSISTANT SECRETARY	6457 GLENDORA AVENUE DALLAS, TX 75230	FEBRUARY 24, 1942 ESCANABA, MI
ADRIAN O. EVANS SS #235-56-3619	VICE PRESIDENT	#9 CAVENDISH COURT DALLAS, TX 75225	JULY 5, 1936 THOMAS, WV
JAMES K. WEST SS #430-88-7337	ASSISTANT SECRETARY	#8 SHADYWOOD PLACE RICHARDSON, TX 75080	DECEMBER 29, 1949 FORDYCE, AR
M. TODD McELROY SS #223-72-0371	ASSISTANT SECRETARY	406 SHEFFIELD DRIVE RICHARDSON, TX 75081	NOVEMBER 27, 1948 SAN DIEGO, CA

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THE SOUTHLAND CORPORATION

November 3, 1995

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2711 N. HASKELL AVE.
DALLAS, TX 75204-2906

MAILING ADDRESS
P. O. BOX 711
DALLAS, TX 75221-0711

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<u>OFFICER</u>	<u>TITLE</u>	<u>HOME ADDRESS</u>	<u>DATE/PLACE OF BIRTH</u>
JOHN PHILP THOMPSON SS #455-20-0160	DIRECTOR & CO-VICE CHAIRMAN OF THE BOARD	3925 MIRAMAR DALLAS, TX 75205	NOVEMBER 2, 1925 DALLAS, TX
JERE WILLIAM THOMPSON SS #462-42-2623	DIRECTOR & CO-VICE CHAIRMAN OF THE BOARD	4217 ARMSTRONG PARKWAY DALLAS, TX 75205	JANUARY 18, 1932 DALLAS, TX
YOSHITAMI ARAI SS # - NONE	DIRECTOR	3-26-18 KAMIKITAZAWA SETAGAYA-KU, TOKYO 156 JAPAN	MAY 5, 1931 JAPAN
TIM ASHIDA SS #551-78-9569	DIRECTOR	535 CUMBERLAND ROAD GLENDALE, CA 91202	SEPTEMBER 13, 1939 TOKYO, JAPAN
JAY W. CHAI SS #099-32-6058	DIRECTOR	3 COOPER ROAD SCARSDALE, NY 10583	FEBRUARY 11, 1934 TAEGUA, KOREA
GARY FERNANDES SS #455-66-2045	DIRECTOR	3508 BEVERLY DALLAS, TX 75205	AUGUST 10, 1943 SAN ANGELO, TX
MASAAKI KAMATA SS # - NONE	DIRECTOR	6-10-2, SHIMODAMACHI KOUHOKU-KU, YOKOHAMA-SHI KANAGAWA, JAPAN	JULY 30, 1939 OSAKA, JAPAN
KAZUO OTSUKA SS # - NONE	DIRECTOR	2-25-36 NISHITSURUMA YAMATO-SHI, KANAGAWA 242 JAPAN	MAY 5, 1946 JAPAN
ASHER O. PACHOLDER SS #221-26-8457	DIRECTOR	7679 PINEGLEN CINCINNATI, OH 45224	MARCH 19, 1937 WARSAW, POLAND
NOBUTAKE SATO SS # - NONE	DIRECTOR	6-79-9, HANAKOGANEI KODAIRA-SHI, TOKYO JAPAN	AUGUST 8, 1938 NIIGATA, JAPAN
TATSUHIRO SEKINE SS # - NONE	DIRECTOR	3-2-4 KOBAYASHIASAMA INZAI-MACHI, INBA-GUN, CHIBA	MAY 18, 1934

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