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**Apr 21 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

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 75221-0711**

3. Date Incorporated or Qualified: **01/02/1962**
3a. Date of Last Report: **04/02/1996**
4. FEI Number: **75-1085131**
Applied For: Not Applicable
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

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30
City & State, Zip, Country

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 607.0502 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	MATTHEWS, CLARK J., II	
STREET ADDRESS	7005 STEFANI	
CITY - ST - ZIP	DALLAS TX	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	WEST, JAMES L	
STREET ADDRESS	#8 SHADYWOOD PLACE	
CITY - ST - ZIP	RICHARDSON TX	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	URBEL, DAVID A.	
STREET ADDRESS	4062 MODLIN	
CITY - ST - ZIP	FT. WORTH TX	
TITLE	EVCO	<input type="checkbox"/> DELETE
NAME	KRUMBHOLZ, STEPHEN B	
STREET ADDRESS	905 FILMORE	
CITY - ST - ZIP	PLANO TX	
TITLE	VGC	<input type="checkbox"/> DELETE
NAME	SMITH, BRYAN F. J	
STREET ADDRESS	6323 STEFANI	
CITY - ST - ZIP	DALLAS TX	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P, CEO, S & D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY - ST - ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY - ST - ZIP		
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS	#7 HALLSIRE COURT	
5.4 CITY - ST - ZIP	DALLAS, TX 75225	
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 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: *James K. West* **James K. West, Assistant Secretary** 04/10/97 214/828-7173
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

THE SOUTHLAND CORPORATION

May 2, 1996

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

OFFICER	TITLE	HOME ADDRESS	DATE/PLACE OF BIRTH
MASATOSHI ITO SS # - NONE	CHAIRMAN OF THE BOARD	1-25-16, MINAMI AZABU MINATO-KU, TOKYO JAPAN	APRIL 30, 1924 TOKYO, JAPAN
TOSHIFUMI SUZUKI SS # - NONE	VICE CHAIRMAN OF THE BOARD	3-26-6, KICHJOJI-MINAMIMACHI MUSASHINO-SHI, TOKYO JAPAN	DECEMBER 1, 1932 NAGANO, JAPAN
CLARK J. MATTHEWS, II SS #456-50-5363	PRESIDENT & CHIEF EXECUTIVE OFFICER; SECRETARY; DIRECTOR	7005 STEFANI DALLAS, TX 75225	OCTOBER 1, 1936 ARKANSAS CITY, KS
STEPHEN B. KRUMHOLZ SS #329-44-0504	EXECUTIVE VICE PRESIDENT & CHIEF OPERATING OFFICER	7725 WATSON DRIVE PLANO, TX 75025	SEPTEMBER 8, 1949 PEORIA, IL
BRYAN F. SMITH, JR. SS #459-76-8692	SR. VICE PRESIDENT & GENERAL COUNSEL	#7 HALLSHIRE COURT 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	6457 GLENDORA AVENUE DALLAS, TX 75230	FEBRUARY 24, 1942 ESCANABA, MI
ADRIAN O. EVANS SS #235-56-3619	SR. VICE PRESIDENT	2409 PISTACHIO DRIVE IRVING, TX 75063	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