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"AMENDED REPORT" FILED
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

10/4



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 Avenue, P. O. Box 711, Dallas, TX 75221-0711**
 Mailing Address: **2711 N. Haskell Avenue, 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**
 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) Suite, Apt. #, etc. (22) City & State (23) Zip (24) Country (25)
 2a. Mailing Address (26) Suite, Apt. #, etc. (27) City & State (28) Zip (29) Country (30)

9. Name and Address of Current Registered Agent
**C T 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): **200002248332--3**
 83 City, State, Zip: **-07725797--01109--001**
 84 City: **FL** 85 Zip Code: *******61.25 *****61.25**

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	NAME	STREET ADDRESS	CITY - ST - ZIP	<input type="checkbox"/> DELETE
	Matthews, Clark J. II	7005 Stefani	Dallas, TX 75225	
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	<input type="checkbox"/> DELETE
	#8 Shadywood Place	Richardson, TX 75080		
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	<input type="checkbox"/> DELETE
	EVCO	Krumholz, Stephen B.	905 Filmore	
	Plano, TX 75025			
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	<input type="checkbox"/> DELETE
	VGC	Smith, Bryan F. Jr.		
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	<input type="checkbox"/> DELETE
	VT	Urbel, David A.	4062 Modlin	
	Ft. Worth, TX 76107			

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
	P, CEO, S & D			
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
	AS	West, James K.		
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
		#7 Hallshire Court	Dallas, TX 75225	
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
	VP	Powell, Sharon R.	7969 Canyon Lake Circle	
		Orlando, FL 32835		
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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/16/97 214/828-7173
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

**THE SOUTHLAND CORPORATION
OFFICERS AND DIRECTORS**

Name	Title	Residence Address	Date and Place of Birth	SSN or EIN
OFFICERS OF THE BOARD				
Masatoshi Ito	Chairman of the Board	1-25-16, Minamiazabu Minato-ku, Tokyo, Japan	April 30, 1924 Tokyo, Japan	None
Toshifumi Suzuki	Vice Chairman of the Board	3-26-6, Kichijoji-minamimachi Musashino-shi, Tokyo, Japan	December 1, 1932 Nagano, Japan	None
SENIOR AND EXECUTIVE OFFICERS				
Clark J. Matthews, II	President and Chief Executive Officer, Secretary, Director	7005 Stefani Dallas, Texas 75225	October 1, 1936 Arkansas City, Kansas	456-50-5363
Stephen B. Krumholz	Executive Vice President and Chief Operating Officer	7725 Watson Drive Plano, Texas 75025	September 8, 1949 Peoria, Illinois	329-44-0504
James W. Keyes	Executive Vice President and Chief Financial Officer	16316 Ashbourne Dallas, Texas 75248	March 17, 1955 Worcester, Massachusetts	033-46-8529
Rodney A. Brehm	Senior Vice President, Southwest Division	4103 Oxford Court Colleville, Texas 76034	September 3, 1947 Mindon, Nebraska	530-36-7700
Adrian O. Evans	Senior Vice President, Construction and Maintenance	2409 Pistachio Drive Irving, Texas 75063	July 5, 1936 Thomas, West Virginia	235-56-3619
Stephen B. LeRoy	Senior Vice President, International and Real Estate	2508 Beacon Crest Plano, Texas 75093	May 28, 1952 St. Louis, Missouri	471-54-9896
Bryan F. Smith, Jr.	Senior Vice President and General Counsel	#7 Hallshire Court Dallas, Texas 75225	January 6, 1953 Dallas, Texas	459-76-8692
OTHER OFFICERS				
Masaaki Asakura	Vice President	3111 Welborn Street, Apt. 1302 Dallas, Texas 75219	October 30, 1942 Tokyo, Japan	576-49-7675
Robert E. Bailey	Vice President	7504 South Salida Court Aurora, Colorado 80016	May 4, 1942 Bowling Green, Kentucky	406-52-8763
Wendy W. Barth	Vice President, Sales and Marketing	2104 Lorraine Place Carrollton, Texas 75006	November 6, 1956 Ann Arbor, Michigan	173-48-8676
Terry L. Blocher	Vice President, Human Resources	4650 Cole Avenue, Apt. 246 Dallas, Texas 75205	March 30, 1944 Ventura, California	546-62-6434
John S. Brune	Vice President, Northwest Division	2638 S.W. Buckingham Avenue Portland, Oregon 97201	April 24, 1947 Seattle, Washington	540-56-7094
Paul L. Bureau, Jr.	Vice President, Corporate Tax	6457 Glendora Avenue Dallas, Texas 75230	February 24, 1942 Escanaba, Michigan	367-42-4273
Frank Crivello	Vice President, Northeast Division	2 Penny Lane St. James, New York 11780	November 8, 1953 Brooklyn, New York	078-46-8765
Cynthia L. Davis	Vice President, Central Division	2905 Rosedale Avenue University Park, Texas 75205	September 28, 1955 Los Angeles, California	547-08-6708
Joseph F. Gomes	Vice President, Logistics	2613 Fairbourne Circle Plano, Texas 75093	January 17, 1940 Sacramento, California	547-56-7950

Name	Title	Residence Address	Date and Place of Birth	SSN or IIN
DIRECTORS				
Masatoshi Ito	Chairman of the Board	1-25-16, Minamiazabu Minato-ku, Tokyo 106, Japan	April 30, 1924 Tokyo, Japan	None
Toshifumi Suzuki	Vice Chairman of the Board	3-26-6, Kichijoji-minamimachi Musashino-shi, Tokyo, Japan	December 1, 1932 Nagano, Japan	None
Clark J. Matthews, II	Director and President and Chief Executive Officer	7005 Stefani Dallas, Texas 75225	October 1, 1936 Arkansas City, Kansas	456-50-5363
Yoshitami Arai	Director	3-26-18 Kamikitazawa Setagaya-ku, Tokyo 156, Japan	May 5, 1931 Chiba, Japan	None
Masaki Asakura	Director and Vice President	3111 Welborn Street, Apt. 1302 Dallas, Texas 75219	October 30, 1942 Tokyo, Japan	576-49-7675
Tim Ashida	Director	535 Cumberland Road Glendale, California 91202	September 13, 1939 Tokyo, Japan	551-78-9569
Jay W. Chai	Director	15 Bayberry Lane Greenwich, Connecticut 06831	February 11, 1934 Taegu, Korea	099-32-6058
Gary J. Fernandes	Director	3508 Beverly Drive Dallas, Texas 75205	August 10, 1943 San Angelo, Texas	455-66-2045
Masaki Kamata	Director	6-10-2, Shimodamachi Kohoku-ku, Yokohama-shi Kanagawa, Japan	July 30, 1939 Osaka, Japan	None
James W. Keyes	Director and Executive Vice President and Chief Financial Officer	16316 Ashbourne Dallas, Texas 75248	March 17, 1955 Worcester, Massachusetts	033-46-8529
Stephen B. Krumholz	Director and Executive Vice President and Chief Operating Officer	7725 Watson Drive Plano, Texas 75025	September 8, 1949 Peoria, Illinois	329-44-0504
Kazuo Otsuka	Director	2-25-36 Nishitsumura Yamato-shi, Kanagawa 242, Japan	May 5, 1946 Kanagawa, Japan	None
Asher O. Pacholder	Director	19 Windermere Lane Houston, Texas 77063	March 19, 1937 Warsaw, Poland	221-26-8457
Nobutake Sato	Director	6-79-9, Hanakoganei Kodaira-shi, Tokyo 187, Japan	August 8, 1938 Niigata, Japan	None

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Name	Title	Residence Address	Date and Place of Birth	SS# or IIN
John W. Harris	Vice President, Chesapeake Division	2110 Hontoon Road DeLand, Florida 32720	July 28, 1946 Austin, Texas	437-66-3954
Nathan D. Potts	Vice President, Foods Merchandising	12 Saint Laurent Place Dallas, Texas 75225	February 26, 1939 Akron, Ohio	567-48-6935
Sharon R. Powell	Vice President, Florida Division	7969 Canyon Lake Circle Orlando, Florida 32835	February 27, 1952 Great Lakes, Illinois	473-64-3316
Gary R. Rose	Vice President, Non-Foods Merchandising	3705 Edgewater Drive Bedford, Texas 76021	December 15, 1945 New York, New York	125-36-1096
Jeffrey A. Schenck	Vice President, Greater Midwest Division	3844 Sunshine Trail Brighton, Michigan 48116	March 12, 1950 Chicago, Illinois	342-44-7738
Linda Svehlak	Vice President, Information Systems	11445 Royalshire Dallas, Texas 75230	February 19, 1946 Springfield, Missouri	498-48-7779
Donald E. Thomas	Vice President and Controller	4129 Dundee Lane Plano, Texas 75093	November 16, 1958 Hamilton, Texas	458-11-4587
David A. Urbel	Vice President and Treasurer	4062 Modlin Ft. Worth, Texas 76107	July 29, 1941 Amsterdam, New York	128-30-0587
James K. West	Assistant Secretary	#8 Shadywood Place Richardson, TX 75080	December 29, 1949 Fordyce, AR	430-88-7337
M. Todd McElroy	Assistant Secretary	406 Sheffield Drive Richardson, TX 75081	November 27, 1948 San Diego, CA	223-72-0371

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