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**Apr 21 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 815881 (8)

1. Corporation Name
THE SOUTHLAND CORPORATION



Principal Place of Business 2711 N. HASKELL AVE. P.O. BOX 711 DALLAS TX 75221-0711	Mailing Address 2711 N. HASKELL AVE. P.O. BOX 711 DALLAS TX 75221-0711
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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
24 Zip	28 Zip
25 Country	30 Country

3. Date Incorporated or Qualified 01/02/1962	
4. FEI Number 75-1085131	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 or has paid the current year Intangible Personal Property Tax due June 30. <input 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

B1 Name	
B2 Street Address (P.O. Box Number is Not Acceptable)	
B3	
B4 City	B5 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCEO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MATTHEWS, CLARK J II	1.2 NAME	
STREET ADDRESS	7005 STEFANI	1.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75225	1.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MATTHEWS, CLARK J II	2.2 NAME	
STREET ADDRESS	7005 STEFANI	2.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75225	2.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEST, JAMES K	3.2 NAME	
STREET ADDRESS	#8 SHADYWOOD PLACE	3.3 STREET ADDRESS	
CITY-ST-ZIP	RICHARDSON TX 75080	3.4 CITY-ST-ZIP	
TITLE	EVC <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KRUMHOLZ, STEPHEN B	4.2 NAME	
STREET ADDRESS	905 FILMORE	4.3 STREET ADDRESS	
CITY-ST-ZIP	PLANO TX 75025	4.4 CITY-ST-ZIP	
TITLE	VGC <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, BRYAN F JR.	5.2 NAME	
STREET ADDRESS	#7 HALLSIRE CT	5.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75225	5.4 CITY-ST-ZIP	
TITLE	VP <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POWELL, SHARON R	6.2 NAME	Harris, John
STREET ADDRESS	7969 CANYON LAKE CIRCLE	6.3 STREET ADDRESS	2110 Hontoon Road
CITY-ST-ZIP	ORLANDO FL 32835	6.4 CITY-ST-ZIP	Deland, FL 32720

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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.

CR2E034 (10/97)

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July 1, 1997

THE SOUTHLAND CORPORATION

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

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

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, MINAMIJAZABU 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 & DIRECTOR	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	VICE PRESIDENT & 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
JAMES W. KEYES SS #033-46-8529	EXECUTIVE VICE PRESIDENT, CHIEF FINANCIAL OFFICER & DIRECTOR	16316 ASHBOURNE DALLAS, TX 75248	MARCH 17, 1955 WORCESTER, MA
JAMES K. WEST SS #430-88-7337	ASSISTANT SECRETARY	#8 SHADYWOOD PLACE RICHARDSON, TX 75080	DECEMBER 29, 1949 FORDYCE, AR

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July 1, 1997

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<u>STREET ADDRESS</u> 2711 N. HASKELL AVE. DALLAS, TX 75204-2906	<u>MAILING ADDRESS</u> 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
M. TODD McELROY SS #223-72-0371	ASSISTANT SECRETARY	406 SHEFFIELD DRIVE RICHARDSON, TX 75081	NOVEMBER 27, 1948 SAN DIEGO, CA
YOSHITAMI ARAI SS # - NONE	DIRECTOR	3-26-18 KAMKITAZAWA SETAGAYA-KU, TOKYO 156 JAPAN	MAY 5, 1931 CHIBA, 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	15 BAYBERRY LANE GREENWICH, CT 06831	FEBRUARY 11, 1934 TAEGUA, KOREA
GARY J. FERNANDES SS #455-66-2045	DIRECTOR	3508 BEVERLY DRIVE DALLAS, TX 75205	AUGUST 10, 1943 SAN ANGELO, TX
MASAAKI KAMATA SS # - NONE	DIRECTOR	6-10-2, SHIMODAMACHI KOHOKU-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 KANAGAWA, JAPAN
ASHER O. PACHOLDER SS #221-26-8457	DIRECTOR	19 WINDERMERE LANE HOUSTON, TX 77063	MARCH 19, 1937 WARSAW, POLAND
NOBUTAKE SATO SS # - NONE	DIRECTOR	6-79-9, HANAKOGANEI KODAIRA-SHI, TOKYO 187 JAPAN	AUGUST 8, 1938 NIIGATA, JAPAN