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May 03, 1999 8:00 am
Secretary of State

05-03-1999 90128 061 ***150.00
 05-03-1999 90128 062 *****8.75

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 815881

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



DO NOT WRITE IN THIS SPACE

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)

3. Date Incorporated or Qualified: 01/02/1962
 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 owes the current year Intangible Personal Property Tax: 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 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 _____ 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 | 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 | 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 | 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 | VGC | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SMITH, BRYAN F JR. | 4.2 NAME | |
| STREET ADDRESS | #7 HALLSIRE CT | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | DALLAS TX 75225 | 4.4 CITY-ST-ZIP | |
| TITLE | VP | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | HARRIS, JOHN | 5.2 NAME | |
| STREET ADDRESS | 2110 HONTOON ROAD | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | DELAND FL 32720 | 5.4 CITY-ST-ZIP | |
| TITLE | | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 6.4 CITY-ST-ZIP | |

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, with all other like empowered.

SIGNATURE: James K. West 4/2/99 214/828-7173
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

THE SOUTHLAND CORPORATION

F.E.I.D. #75-1085131

February, 1999

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

| OFFICER | TITLE | HOME ADDRESS | DATE/PLACE OF BIRTH |
|--|--|---|---------------------------------------|
| MASATOSHI ITO SS # - NONE | CHAIRMAN OF THE BOARD & DIRECTOR | 1-25-16, MINAMIAZABU MINATO-KU, TOKYO, JAPAN | APRIL 30, 1924 TOKYO, JAPAN |
| TOSHIFUMI SUZUKI SS # - NONE | VICE CHAIRMAN OF THE BOARD & DIRECTOR | 3-26-6, KICHIUJI-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: |
| JAMES W. KEYES SS #033-46-8529 | EXECUTIVE VICE PRESIDENT, CHIEF OPERATING OFFICER & DIRECTOR | 16316 ASHBOURNE DALLAS, TX 75248 | MARCH 17, 1955 WORCESTER, MA |
| EZRA SHASHOUA SS #360-44-4905 | TREASURER & ASST. SECRETARY | 8833 KENTON DRIVE DALLAS, TX 75231 | FEBRUARY 9, 1955 ISRAEL |
| BRYAN F. SMITH, JR. SS #459-76-8692 | SR. VICE PRESIDENT, GENERAL COUNSEL & ASST. SECRETARY | #7 HALLSHIRE COURT DALLAS, TX 75225 | JANUARY 6, 1953 DALLAS, TX |
| RODNEY A. BREHM SS #530-36-7700 | SENIOR VICE PRESIDENT | 2 HORIZON POINT FRISCO, TX 75034 | SEPTEMBER 3, 1947 MINDEN, NE |
| JOHN W. HARRIS SS #437-66-3954 | VICE PRESIDENT, FLORIDA DIVISION | 21110 HONTTOON ROAD DELAND, FL 32720 | JULY 28, 1946 AUSTIN, TX |
| 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, FINANCE | 4062 MODLIN FORT WORTH, TX 76107 | JULY 29, 1941 AMSTERDAM, NY |
| PAUL L. BUREAU, JR. SS #367-42-4273 | VICE PRESIDENT & ASST. SECRETARY CORPORATE TAX | 6457 GLENDORA AVENUE DALLAS, TX 75230 | FEBRUARY 24, 1942 ESCANABA, MI. |

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|---------------------------------------|---------------------|--|------------------------------------|
| 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 |
| YOSHITAMI ARAI SS # - NONE | DIRECTOR | 3-26-18 KAMIKITAZAWA 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 #099-32-6038 | 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 |
| MASAOKI 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 |
| MASAOKI ASAKURA SS #576-49-7675 | DIRECTOR | 3111 WELBORN STREET, #1302 DALLAS, TX 75219 | OCTOBER 30, 1942 TOKYO, JAPAN |