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Feb 04 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 # F94000003440 (4)

1. Corporation Name
PUEBLO XTRA INTERNATIONAL, INC.



Principal Place of Business: **1300 N.W. 22ND STREET ATTN : TAX DEPT. POMPANO BEACH FL 33069**
 Mailing Address: **1300 N.W. 22ND STREET ATTN : TAX DEPT. POMPANO BEACH FL 33069-1426**

3. Date Incorporated or Qualified: **06/30/1994**
 3a. Date of Last Report: **03/28/1996**

2. Principal Place of Business (21-23) and Mailing Address (2a-24) details including Suite, Apt. #, City & State, Zip, and Country.
 4. FEI Number: **65-0415593**
 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 SOUTH PINE ISLAND RD., PLANTATION FL 33324**
 10. Name and Address of New Registered Agent (81-85) details including Name, Street Address, City, and 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		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	KEON, WILLIAM T. III	1.2 NAME	
STREET ADDRESS	1300 NW 22ND ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH FL	1.4 CITY-ST-ZIP	
TITLE	EVP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FREIMARK, JEFFREY P	2.2 NAME	
STREET ADDRESS	1300 N.W. 22ND ST.	2.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH FL 33069	2.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LLOVERAS, RAMON	3.2 NAME	
STREET ADDRESS	1300 N.W. 22ND ST.	3.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH FL 33069	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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 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: _____
 (SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR) **Jeffrey P. Freimark, EVP, CEO**
 954-977-2500 Daytime Phone #

CR2E034 (9/96)