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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F94000003440

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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29

3. Date Incorporated or Qualified
06/30/1994

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 owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
~~LAYTON, JULIE~~
 1300 NW 22ND ST
 POMPANO BCH FL 33069

10. Name and Address of New Registered Agent
 81 Name **Joseph M. Lizardi**
 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 *[Signature]* DATE **3/29/99**

12. OFFICERS AND DIRECTORS

TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	KEON, WILLIAM T. III	
STREET ADDRESS	1300 NW 22ND ST	
CITY-ST-ZIP	POMPANO BEACH FL	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	O'LEARY, DANIEL J	
STREET ADDRESS	1300 N.W. 22ND ST.	
CITY-ST-ZIP	POMPANO BEACH FL 33069	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	BONILLA, FERNANDO J	
STREET ADDRESS	1300 N.W. 22ND ST.	
CITY-ST-ZIP	POMPANO BEACH FL 33069	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input 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 type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
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 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: *[Signature]* DATE: **3-30-99** DAYTIME PHONE #: **954-977-2500**

CR2E034 (1/198)