SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750).

FILED
Oct 08 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT

1998

ELECTRONIC FILING DEPARTMENT OF STATE
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F94000004954 (3)

1. Corporate Name
PRICESMART, INC.

Principal Place of Business
4649 MORENA BLVD.
SAN DIEGO CA 92117
US

Mailing Address
4649 MORENA BLVD.
SAN DIEGO CA 92117
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
09/23/1994

4. FEI Number
33-0628530
[ ] 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 or has paid the current year Intangible Personal Property Tax due June 30. [ ] Yes [ ] No

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324

10. Name and Address of New Registered Agent
10.1 Name
10.2 Street Address (P.O. Box Number is Not Acceptable)
10.3
10.4 City FL 10.5 Zip Code

11. Pursuant to the provisions of section 607.0502 and 607.1005, 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. The 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

12. OFFICERS AND DIRECTORS

TITLE	CEO/CB	[X]
NAME	PRICE, ROBERT E	
ADDRESS	4649 MORENA BLVD.	
CITY-ST-ZIP	SAN DIEGO CA 92117	
TITLE	VP	[ ]
NAME	GANS, ROBERT M	
ADDRESS	4649 MORENA BLVD.	
CITY-ST-ZIP	SAN DIEGO CA 92117	
TITLE	SCFO	[X]
NAME	CARTER, DANIEL T	
ADDRESS	4649 MORENA BLVD	
CITY-ST-ZIP	SAN DIEGO CA	
TITLE	CEO	[ ]
NAME	GILBERT PATTIDA	
ADDRESS	4649 MORENA BLVD	
CITY-ST-ZIP	SAN DIEGO CA 92117	
TITLE	CFO	[ ]
NAME	KAREN RATCLIFF	
ADDRESS	4649 MORENA BLVD	
CITY-ST-ZIP	SAN DIEGO CA 92117	
TITLE	SVP	[ ]
NAME	DANIEL BROCKMAN	
ADDRESS	4649 MORENA BLVD	
CITY-ST-ZIP	SAN DIEGO CA 92117	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

13.1 TITLE	[ ] Change	[ ] Addition
13.2 NAME		
13.3 STREET ADDRESS		
13.4 CITY-ST-ZIP		
13.5 TITLE	[ ] Change	[ ] Addition
13.6 NAME		
13.7 STREET ADDRESS		
13.8 CITY-ST-ZIP		
13.9 TITLE	[ ] Change	[ ] Addition
13.10 NAME		
13.11 STREET ADDRESS		
13.12 CITY-ST-ZIP		
13.13 TITLE	[ ] Change	[ ] Addition
13.14 NAME		
13.15 STREET ADDRESS		
13.16 CITY-ST-ZIP		
13.17 TITLE	[ ] Change	[ ] Addition
13.18 NAME		
13.19 STREET ADDRESS		
13.20 CITY-ST-ZIP		
13.21 TITLE	[ ] Change	[ ] Addition
13.22 NAME		
13.23 STREET ADDRESS		
13.24 CITY-ST-ZIP		

CR2E034 (5/96)

14. I hereby certify that the information supplied with this filing complies with the requirements of section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental requirement is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a director or officer 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 with an indication for the filing of this report.

SIGNATURE: Daniel Brockman 9/30/98 (619)581-4720