

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 14 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 # F96000005632 (2)

1. Corporation Name
BEVERAGES & MORE, INC.



Principal Place of Business
1470 ENEO CIRCLE
SUITE 1600
CONCORD CA 94520

Mailing Address
1470 ENEO CIRCLE
SUITE 1600
CONCORD CA 94520-5217

3. Date Incorporated or Qualified
10/30/1996

3a. Date of Last Report
Applied For
Not Applicable

4. FEI Number
68-0319504

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

2. Principal Place of Business
21 1470 ENEA CIRCLE
Suite, Apt. #, etc.
22 SUITE 1600
City & State
23 CONCORD, CALIFORNIA
Zip
24 94520 Country
25 U.S.A.

2a. Mailing Address
26 1470 ENEA CIRCLE
Suite, Apt. #, etc.
27 SUITE 1600
City & State
28 CONCORD, CALIFORNIA
Zip
29 94520-5217 Country
30 U.S.A.

9. Name and Address of Current Registered Agent
CHADROFF, SY
2700 S.W. 37TH AVENUE
MIAMI FL 33133

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code
FL

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

TITLE	PCD	<input type="checkbox"/> DELETE
NAME	BOONE, STEVE	
STREET ADDRESS	1470 ENEA CIRCLE SUITE 1600	
CITY-ST-ZIP	CONCORD CA	
TITLE	VSTD	<input type="checkbox"/> DELETE
NAME	MCLAREN, STEVE	
STREET ADDRESS	1470 ENEA CIRCLE SUITE 1600	
CITY-ST-ZIP	CONCORD CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SMITH, JACK	
STREET ADDRESS	3383 NORTH STATE ROAD 7	
CITY-ST-ZIP	FT LAUDERDALE FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HUNCKLER, WILLIAM	
STREET ADDRESS	THREE FIRST NATIONAL PLAZA, STE 1330	
CITY-ST-ZIP	CHICAGO IL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CHERESKIN, BEN	
STREET ADDRESS	THREE FIRST NATIONAL PLAZA, STE 1330	
CITY-ST-ZIP	CHICAGO IL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BATEMAN, GILES	
STREET ADDRESS	6440 LUSK BLVD, STE D202	
CITY-ST-ZIP	SAN DIEGO CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	BOONE, STEVE
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	94520
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	MCLAREN, STEVE
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	94520
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	SMITH, JACK
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	33319
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	HUNCKLER, WILLIAM
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	60602
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	CHERESKIN, BEN
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	60602
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	BATEMAN, GILES
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	92121

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]* (STEVE BOONE) 4-30-97 (510) 609-6000

CR2E034 (9/96)