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PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P18025

(7)

1. Corporation Name

SOFTWARE ETC. STORES, INC.



Principal Place of Business

7505 METRO BLVD
EDINA MN 55439

Mailing Address

7505 METRO BLVD
EDINA MN 55439

3. Date Incorporated or Qualified
02/15/1988

3a. Date of Last Report
05/01/1995

2. Principal Place of Business

2a. Mailing Address

21 10741 KING WILLIAM DR

26 10741 KING WILLIAM DR

22 State, Apt. #, etc.

27 State, Apt. #, etc.

23 City & State

28 City & State

DALLAS, TX

DALLAS, TX

24 Zip Country

29 Zip Country

75220

75220

9. Name and Address of Current Registered Agent

PRENTICE-HALL CORPORATION SYSTEM, INC.
110 NORTH MAGNOLIA STREET
TALLAHASSEE FL 32301

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

Signature of the Registered Agent or the Corporation

Signature of the Registered Agent or the Corporation

DATE

12. OFFICERS AND DIRECTORS

12.	OFFICERS AND DIRECTORS
TITLE	D
NAME	RIGGIO, LEONARD
STREET ADDRESS	122 5TH AVE
CITY-STATE-ZIP	NEW YORK NY 11011
TITLE	P
NAME	DEMATTEO, DANIEL
STREET ADDRESS	7505 METRO BLVD
CITY-STATE-ZIP	EDINA MN
TITLE	VP
NAME	HIRSCHMAN, STANLEY
STREET ADDRESS	7505 METRO BLVD
CITY-STATE-ZIP	EDINA MN
TITLE	VP
NAME	STRAWMAN, ROBERT
STREET ADDRESS	7505 METRO BLVD
CITY-STATE-ZIP	EDINA MN
TITLE	D
NAME	FONTAINE, RICHARD
STREET ADDRESS	122 5TH AVE
CITY-STATE-ZIP	NEW YORK NY 10011
TITLE	D
NAME	BECKER, ARNOLD
STREET ADDRESS	104 FIELD POINT RD
CITY-STATE-ZIP	GREENWICH CT 06830

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

13.	ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1. TITLE	V/T
2. NAME	OPAL P. FERRARO
3. STREET ADDRESS	10741 KING WILLIAM DR
4. CITY-STATE-ZIP	DALLAS, TX 75220
5. TITLE	P/D
6. NAME	
7. STREET ADDRESS	10741 KING WILLIAM DR
8. CITY-STATE-ZIP	DALLAS, TX 75220
9. TITLE	S
10. NAME	FRANCES A. HAFER
11. STREET ADDRESS	10741 KING WILLIAM DR
12. CITY-STATE-ZIP	DALLAS, TX 75220
13. TITLE	VP
14. NAME	J. BRAXTON CARTER, II
15. STREET ADDRESS	10741 KING WILLIAM DR
16. CITY-STATE-ZIP	DALLAS, TX 75221
17. TITLE	D
18. NAME	JAMES B MCCURRY
19. STREET ADDRESS	10741 KING WILLIAM DR
20. CITY-STATE-ZIP	DALLAS, TX 75220
21. TITLE	
22. NAME	
23. STREET ADDRESS	25 BEACH AVE
24. CITY-STATE-ZIP	LARCH MONT, NY 10538

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplementary 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: *Frances A. Hafar*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/24/96 (214) 401-9070
DATE TELEPHONE #

CR2E034 (12/95)