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FILED
Apr 16 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 # P94000068298 (6)
 1. Corporation Name
BED BATH AND BEYOND OF INTERNATIONAL DRIVE INC.



Principal Place of Business Mailing Address

BED BATH & BEYOND INC
715 MORRIS AVE
SPRINGFIELD NJ 07081
US

BED BATH & BEYOND INC
715 MORRIS AVE
SPRINGFIELD NJ 07081-1518
US

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21	650 LIBERTY AVE	26	650 LIBERTY AVE	09/16/1994	05/01/1996
22	Suite, Apt. #, etc.	27	Suite, Apt. #, etc.	4. FEI Number	Applied For
23	City & State	28	City & State	22-3369046	Not Applicable
24	Zip	29	Zip	5. Certificate of Status Desired	\$8.75 Additional Fee Required
25	Country	30	Country	<input type="checkbox"/>	\$5.00 May Be Added to Fees
				6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/>
				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM, INC.
1201 HAYS ST.
SUITE 405
TALLAHASSEE FL 32301

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

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 reissuing) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	EISENBERG, WARREN	
STREET ADDRESS	715 MORRIS AVE	
CITY-ST-ZIP	SPRINGFIELD NJ	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	FEINSTEIN, LEONARD	
STREET ADDRESS	110 BI COUNTY BLVD	
CITY-ST-ZIP	FARMINGDALE NY	
TITLE	T	<input type="checkbox"/> DELETE
NAME	CURWIN, RONALD	
STREET ADDRESS	715 MORRIS AVE	
CITY-ST-ZIP	SPRINGFIELD NJ	
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	650 LIBERTY AVE
1.4 CITY-ST-ZIP	LINTON, NJ 07083
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	650 LIBERTY AVE
3.4 CITY-ST-ZIP	LINTON, NJ 07083
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	ASST. SECRETARY
4.3 STREET ADDRESS	TEMARES, STEVEN
4.4 CITY-ST-ZIP	650 LIBERTY AVE
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 do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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 11 or Block 13 if changed, or on an attachment with an address.

SIGNATURE _____ SIGNATURE **RONALD CURWIN 4-2-97 008 688-8888**

CR2E034 (9/96)