

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

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Apr 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 834680 (1)
1. Corporation Name
MERCHANTS HOME DELIVERY SERVICE, INC.



Principal Place of Business
2400 LATIGO AVENUE
P.O. BOX 5067
OXNARD CA 93030

Mailing Address
2400 LATIGO AVENUE
P.O. BOX 5067
OXNARD CA 93030

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 07/15/1975	
4. FEI Number 95-2653439	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORP. SYSTEM INC.
110 MAGNOLIA ST.
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 reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALLYN, JAMES J.	1.2 NAME	
STREET ADDRESS	2400 LATIGO AVE.	1.3 STREET ADDRESS	
CITY-ST-ZIP	OXNARD, CA 0	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARK, JEROME	2.2 NAME	gone
STREET ADDRESS	2400 LATIGO AVE	2.3 STREET ADDRESS	Not with company
CITY-ST-ZIP	OXNARD CA	2.4 CITY-ST-ZIP	
TITLE	VP	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VOLKER, MIKE	3.2 NAME	gone
STREET ADDRESS	2400 LATIGO AVE	3.3 STREET ADDRESS	Not with company
CITY-ST-ZIP	OXNARD CA	3.4 CITY-ST-ZIP	
TITLE	VPD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBERT CRUMBLY	4.2 NAME	
STREET ADDRESS	2400 LATIGO AVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	OXNARD CA	4.4 CITY-ST-ZIP	
TITLE	VP	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KENNETH BARRY	5.2 NAME	
STREET ADDRESS	2400 LATIGO AVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	OXNARD CA	5.4 CITY-ST-ZIP	
TITLE	VFF	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRIAN LAYFIELD	6.2 NAME	
STREET ADDRESS	2400 LATIGO AVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	OXNARD CA	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.

SIGNATURE: *[Signature]* 3/24/98

CR2E034 (10/97)

MERCHANTS HOME DELIVERY SERVICE, INC.

OFFICERS

James J. Allyn	President and Chief Executive Officer	2400 Latigo Avenue Oxnard, CA 93030
Robert J. Crumbley	Sr. Vice President and Chief Operating Officer	2400 Latigo Avenue Oxnard, CA 93030
Brian T. Layfield	Vice President, Finance and Secretary/Treasurer	2400 Latigo Avenue Oxnard, CA 93030
Kenneth J. Barry	Vice President, Human Resources	2400 Latigo Avenue Oxnard, CA 93030
Maurice A. Mussa	Vice President, Sales & Marketing	2400 Latigo Avenue Oxnard, CA 93030
② Martin T. Boratyn	General Counsel and Asst. Secretary	2400 Latigo Avenue Oxnard, CA 93030

DIRECTORS

/ James J. Allyn	2400 Latigo Avenue Oxnard, CA 93030	Phone: (805) 485-7979 Fax: (805) 988-6383
/ Robert J. Crumbley	2400 Latigo Avenue Oxnard, CA 93030	Phone: (805) 485-7979 Fax: (805) 988-6387
/ Brian T. Layfield	2400 Latigo Avenue Oxnard, CA 93030	Phone: (805) 485-7979 Fax: (805) 988-3414
/ Kenneth J. Barry	2400 Latigo Avenue Oxnard, CA 93030	Phone: (805) 485-7979 Fax: (805) 988-6384
3 Maurice A. Mussa	2400 Latigo Avenue Oxnard, CA 93030	Phone: (805) 485-7979 Fax: (805) 988-6395