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FILED

May 13 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 # 357640

(2)

1. Corporation Name

BEACON STORES INC

Principal Place of Business

P.O. BOX 4008  
3088 BARRANCAS AVE  
PENSACOLA FL 32507-3505

Mailing Address

P.O. BOX 4008  
3088 BARRANCAS AVE  
PENSACOLA FL 32507-3505

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

24

25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

29

30

9. Name and Address of Current Registered Agent

GRAY JR., EDWARD M.  
3088 BARRANCAS AVENUE  
PENSACOLA FL 32507

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL 85 Zip Code

3. Date Incorporated or Qualified

12/31/1969

3a. Date of Last Report

04/25/1996

4. FEI Number

59-0969379

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 has liability for intangible tax under s. 199.032,  
Florida Statutes

Yes No

10. Name and Address of New Registered Agent

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, typed or printed name of registered agent and fee, if applicable

(NOTE: Registered Agent signature required when resigning)

(DATE)

12. OFFICERS AND DIRECTORS

CD  
NAME LOUDERMILK, MARTHA G.  
STREET ADDRESS 51 STAR LAKE DR  
CITY-ST-ZIP PENSACOLA FL

DELETE

PD  
NAME GRAY, EDWARD M., JR.  
STREET ADDRESS 16 HIGHPOINT DR  
CITY-ST-ZIP GULF BREEZE FL

DELETE

VST  
NAME OUTZEN, RICK  
STREET ADDRESS 110 PINETREE DR.  
CITY-ST-ZIP GULF BREEZE FL

DELETE

NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

13.

1.1 TITLE

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

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Change Addition

Change Addition

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: Rick Outzen

11/23/97

04/25/1996

CR2E034 (9/96)