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FILED
May 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

DOCUMENT # 636303 (0)
1. Corporation Name
FRED MEYER, INC.



Principal Place of Business Mailing Address
1800 SECOND ST STE 717 1800 SECOND ST STE 717
SARASOTA FL 34236 SARASOTA FL 34236

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/14/1979	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-1838618	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

~~MCLAIN, GEORGE R.~~
~~1800 2ND ST. SUITE 717~~
~~SARASOTA FL 34236~~

10. Name and Address of New Registered Agent

81 Name B. FRED MEYER
82 Street Address (P.O. Box Number is Not Acceptable)
4131 BOCA POINTE DRIVE
83
84 City SARASOTA FL 85 Zip Code 34238

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 B. FRED MEYER B. Fred Meyer 4/24/98
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reappointing) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MEYER, B FRED	1.2 NAME	
STREET ADDRESS	4131 BOCA POINTE DR	1.3 STREET ADDRESS	
CITY-ST-ZIP	SARASOTA FL 34238	1.4 CITY-ST-ZIP	
TITLE	ST	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MEYER, MARY E	2.2 NAME	
STREET ADDRESS	4131 BOCA POINTE DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	SARASOTA FL 34238	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: B. Fred Meyer B. FRED MEYER 4/14/98 (941)935-1707

CR2E034 (10/97)