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**Apr 29 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 830412 (3)
1. Corporation Name
R.J. REYNOLDS TOBACCO COMPANY



Principal Place of Business FOURTH AND MAIN STREETS ATTN: TAX DEPARTMENT WINSTON-SALEM NC 27102	Mailing Address P.O. BOX 2959 E GCP WINSTON-SALEM NC 27102 US
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3. Date Incorporated or Qualified 07/05/1973	3a. Date of Last Report 05/01/1996
4. FEI Number 56-0375955	Applied For <input type="checkbox"/> 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. P. O. Box 2959
22. City & State	27. Tax - GCP
23. Zip	28. Winston-Salem, NC
24. Country	29. 27102
25. Country	30. US

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM INC
1201 HAYES ST
STE 105
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
			FL	

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	VD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLIXT, CHARLES A	1.2 NAME	
STREET ADDRESS	4TH & MAIN STS	1.3 STREET ADDRESS	
CITY-ST-ZIP	WINSTON-SALEM, N C 00000	1.4 CITY-ST-ZIP	
TITLE	CD <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	JOHNSTON, JAMES W.	2.2 NAME	Robert R. Gordon, Jr.
STREET ADDRESS	4TH & MAIN STS	2.3 STREET ADDRESS	4th & Main Sts.
CITY-ST-ZIP	WINSTON-SALEM, N C 00000	2.4 CITY-ST-ZIP	Winston-Salem, NC 27102
TITLE	VD <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ANDERSON, DAVID J	3.2 NAME	Kenneth J. Lapiejko
STREET ADDRESS	4TH & MAIN STS	3.3 STREET ADDRESS	4th & Main Sts.
CITY-ST-ZIP	WINSTON-SALEM, N C 00000	3.4 CITY-ST-ZIP	Winston-Salem, NC 27102
TITLE	PD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHINDLER, ANDREW J	4.2 NAME	
STREET ADDRESS	4TH & MAIN STS	4.3 STREET ADDRESS	
CITY-ST-ZIP	WINSTON SALEM NC	4.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EHMANN, CARL W	5.2 NAME	
STREET ADDRESS	4TH & MAIN STS	5.3 STREET ADDRESS	
CITY-ST-ZIP	WINSTON-SALEM, N C 00000	5.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PETREE, GEORGE C	6.2 NAME	
STREET ADDRESS	FOURTH AND MAIN STREETS	6.3 STREET ADDRESS	
CITY-ST-ZIP	WINSTON-SALEM NC 27102	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)(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: **George C. Petree** SIGNATURE REQUIRED *George C. Petree* 4/18/97 (910) 741-3674
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)