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FILED

**Feb 27 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 # F94000002536 (0)

1. Corporation Name
PENSACOLA BEVERAGE, INC.



Principal Place of Business

**14180 DALLAS PARKWAY
SUITE 900
DALLAS TX 75240-4376**

Mailing Address

**14180 DALLAS PARKWAY
SUITE 900
DALLAS TX 75240-4376**

| | |
|--|--|
| 3. Date Incorporated or Qualified 05/16/1994 | 3a. Date of Last Report 07/26/1996 |
| 4. FEI Number 75-2535884 | Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/> |
| 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 checked="" type="checkbox"/> No | |

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

30 Country

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name

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

83

84 City

FL

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

Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12.

OFFICERS AND DIRECTORS

| | | |
|----------------|----------------------------------|---------------------------------|
| TITLE | PST | <input type="checkbox"/> DELETE |
| NAME | MURRY, CAROL S. | |
| STREET ADDRESS | 14180 DALLAS PARKWAY #900 | |
| CITY- ST- ZIP | DALLAS TX 75240-4376 | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY- ST- ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY- ST- ZIP | | |
| 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

| | | |
|-------------------|-----------------------------------|--|
| 11 TITLE | President/Sec./Treas./Dir. | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 12 NAME | Murray, Carol S. | |
| 13 STREET ADDRESS | 14180 Dallas Parkway, #900 | |
| 14 CITY- ST- ZIP | Dallas, Tx. 75240-4376 | |
| 21 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 22 NAME | | |
| 23 STREET ADDRESS | | |
| 24 CITY- ST- ZIP | | |
| 31 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 32 NAME | | |
| 33 STREET ADDRESS | | |
| 34 CITY- ST- ZIP | | |
| 41 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 42 NAME | | |
| 43 STREET ADDRESS | | |
| 44 CITY- ST- ZIP | | |
| 51 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 52 NAME | | |
| 53 STREET ADDRESS | | |
| 54 CITY- ST- ZIP | | |
| 61 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 62 NAME | | |
| 63 STREET ADDRESS | | |
| 64 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:

Carol S. Murray

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Carol S. Murray

Date

713/367-0811

Daytime Phone #

CR2E034 (9/96)