

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

FILED

**May 14 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 # F94000004842 (0)

1. Corporation Name
STARBUCKS COFFEE COMPANY



Principal Place of Business 2401 UTAH AVENUE SOUTH ATTN: CAROL BRITAIN SEATTLE WA 98134 US	Mailing Address 2401 UTAH AVENUE SOUTH ATTN: CAROL BRITAIN SEATTLE WA 98134-1431 US
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3. Date Incorporated or Qualified 09/20/1994	3a. Date of Last Report 05/01/1996
4. FEI Number 91-1325671	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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Starbucks Corporation Suite, Apt. #, etc. 22 2401 Utah Avenue South City & State 23 Seattle, WA Zip 24 98134	2a. Mailing Address 26 Attn: Francesca Olson Suite, Apt. #, etc. 27 2401 Utah Avenue South City & State 28 Seattle, WA Zip 29 98134	Country 25 USA	Country 30 USA
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9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS ST., #105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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

TITLE	V	<input type="checkbox"/> DELETE
NAME	VALENCIA, DON	
STREET ADDRESS	2203 AIRPORT WAY S.	
CITY- ST- ZIP	SEATTLE WA 98134	
TITLE	V	<input type="checkbox"/> DELETE
NAME	FIELDS, STUART	
STREET ADDRESS	1165 N. CLARK ST., #413	
CITY- ST- ZIP	CHICAGO IL 60610	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	UNGARO, RICHARD	
STREET ADDRESS	3408 WISCONSIN AVE., N.W., #220	
CITY- ST- ZIP	WASHINGTON DC 20016	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	HARDY, ANNE	
STREET ADDRESS	2203 AIRPORT WAY S.	
CITY- ST- ZIP	SEATTLE WA 98134	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MIZRAHI, YVES	
STREET ADDRESS	2203 AIRPORT WAY S.	
CITY- ST- ZIP	SEATTLE WA 98134	
TITLE	V	<input type="checkbox"/> DELETE
NAME	WAGER, DEIDRA	
STREET ADDRESS	2203 AIRPORT WAY S.	
CITY- ST- ZIP	SEATTLE WA 98134	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	See Exhibit A attached hereto.
1.3 STREET ADDRESS	
1.4 CITY- ST- ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY- ST- ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY- ST- ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	300002190573
4.3 STREET ADDRESS	-05/27/97--01003--006
4.4 CITY- ST- ZIP	***500.00
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY- ST- ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	200002190572
6.3 STREET ADDRESS	-05/27/97--01003--005
6.4 CITY- ST- ZIP	***500.00

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 recorder 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 on an attachment with an address.

SIGNATURE: *[Signature]* **Richard M. Esquire, Sr.** VP & General Counsel **5/8 /97**

CR2E034 (9/96)

**EXHIBIT A
STARBUCKS CORPORATION
DIRECTORS AND OFFICERS**

Name	Title	Address	Telephone #
Howard Schultz	Chairman and Chief Executive Officer	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Jeffrey Brotman	Director	Conoco Companies, Inc., 999 Lake Drive, Issaquah, WA 98027	(206) 313-8159
Craig Foley	Director	Wickham Capital Corp., 7 Locust Lane, Brookville, NY 10708	(914) 961-0407
Arken Proniche	Director	6177 162nd Place, S.E., Bellevue, WA 98006	(206) 441-1228
James G. Shennan, Jr.	Director	Trinity Ventures, Inc., 155 Dover Road, Suite 660, San Mateo, CA 94402	(415) 358-9700
Barbara Bass	Director	2310 Hyde Street, San Francisco, CA 94109	(415) 882-4694
Orin Smith	Director, President and Chief Operating Officer	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Howard Behar	Director and President/Starbucks International	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Nicholas Casey	Chief Financial Officer and SVP	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
David Olsen	SVP/Cofee	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Arthur Rabanfeld	SVP/Real Estate and Store Development	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Starron Elliot	SVP/Human Resources	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Deirdra Wager	SVP/Retail Operations	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Edward R. Garcia	SVP/Supply Chain Operations	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Vincent Eades	SVP/Specialty Sales and Marketing	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Shelley Lanza	SVP/Law & Corporate Affairs & General Counsel	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Scott Bealway	SVP/Marketing	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Deborah Gilman	SVP/MIS	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Wanda Herndon	VPPublic Relations & Communications	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Back Hendrix	VPPDirect Response	Starbucks Corporation, 2203 Airport Way South, Seattle, WA 98134	(206) 447-1575
Mary Williams	VPPGreen Coffee	Starbucks Corporation, 444 DeClario Street, Suite 218, San Francisco, CA 94107	(415) 241-0256
Christine Day	VPPStarbucks International, Assistant Secretary	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Jinsook Wang	VPPStarbucks International, Assistant Secretary	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Aimee McGeorge	VPPFinancial Planning	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Howard Walker	VPPAdministrative and Strategic Alliance Management	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Don Valencien	VPPResearch and Development	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Yves Mizrahi	VPPRetail Estate	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Wright Massey	VPPDesign Development	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Jennifer Tindal	VPPRetail Marketing	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Deborah Hamck	VPPRetail Operations Design and Store Development	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Deb Bode	VPPSupply Chain Management	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Noelbert J. Ziegler	VPPMIS Production Services	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Lois Becker	VPPOperations - Specialty Sales & Marketing	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Jerome Conlon	VPPConsumer Insights & Brand Planning	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Richard C. Soderberg	VPPManufacturing	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Douglas Brooks	VP and Controller	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Bradley Honeycutt	VPPHuman Resources Services and International	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Jan Finnegan	VPPHuman Resources-Retail	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Peter Gibbons	VPPMerchandising	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Linda Brandt	VPPOrganizational Learning and Development	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Paul Trumble	Market Vice President	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
Roly Morris	Zone VP/Canda and Northwest	Starbucks Corporation, 1166 Mainland Street, Vancouver, B.C. V6B 2T9 Canada	(604) 685-9233
Ernie Craig	Zone VP/Southwest	Starbucks Corporation, 16350 Mt. Langley Street, Suite 108, Fountain Valley, CA 92708	(714) 965-7979
Marci Adams	Zone VP/Southeast and Southeast Regions	Starbucks Corporation, 4411 Preston Road, Suite 201, Dallas, TX 75225	(214) 369-5131
Stuart Fields	Zone VP/Midwest and Northeast Regions	Starbucks Corporation, 1165 N. Clark Street, Suite 413, Chicago, IL 60610	(312) 787-5588
Chet Bram	Regional VP/New England	Starbucks Corporation, Six Drydock Avenue, Boston, MA 02210	(617) 264-4800
Gregg Ashton	Market Vice President/Southeast	Starbucks Corporation, 2401 Utah Avenue South, Seattle, WA 98134	(206) 447-1575
G. Scott Greenberg	Corporate Secretary	Freshman Gates & Ellis, 5000 Columbian Center, 701 Fifth Avenue, Seattle, WA 98104	(206) 623-7500