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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000004842

1. Corporation Name
STARBUCKS COFFEE COMPANY

Principal Place of Business ATTN: SUZIE SENDROY 2401 UTAH AVENUE SOUTH SEATTLE WA 98134 US	Mailing Address ATTN: SUZIE SENDROY 2401 UTAH AVENUE SOUTH SEATTLE WA 98134 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

3. Date Incorporated or Qualified 09/20/1994	
4. FEI Number 91-1325671	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 owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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	
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

TITLE	DCEO	<input type="checkbox"/> DELETE
NAME	SCHULTZ, HOWARD	
STREET ADDRESS	2401 UTAH AVE S	
CITY-ST-ZIP	SEATTLE WA 98134	
TITLE	DPCO	<input type="checkbox"/> DELETE
NAME	SMITH, ORIN	
STREET ADDRESS	2401 UTAH AVE S	
CITY-ST-ZIP	SEATTLE WA 98134	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BASS, BARBARA	
STREET ADDRESS	2310 HYDE STE S	
CITY-ST-ZIP	SAN FRANCISCO CA 94109	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	BEHAR, HOWARD	
STREET ADDRESS	2401 UTAH AVE S	
CITY-ST-ZIP	SEATTLE WA 98134	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FOLEY, CRAIG	
STREET ADDRESS	7 LOCUST LANE	
CITY-ST-ZIP	BRONXVILLE NY 10708	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BROTMAN, JEFFREY	
STREET ADDRESS	999 LAKE DR	
CITY-ST-ZIP	ISSAQUAH WA 98027	

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 for complete list
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	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Prentice, Arlen I.
6.3 STREET ADDRESS	100 Plaza 600 Building
6.4 CITY-ST-ZIP	600 Stewart Street Seattle, WA 98101-1265

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 in an attachment with an address, with all other like empowered.

SIGNATURE: *[Signature]* **4/16/99** (206) 4471575

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

SHELLEY B. LANZA, sr. vice president and general counsel

CR2E034 (11/98)

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401248-90138-9

EXHIBIT A
STARBUCKS CORPORATION OFFICERS and DIRECTORS
as of February 23, 1999

NAME	DIRECTOR / POSITION	EXPIRATION	BUSINESS ADDRESS
Howard Schultz	director; chairman and chief executive officer	2/01	2401 Utah Avenue South, Seattle, WA 98134
Orin Smith	director; president and chief operating officer	2/00	2401 Utah Avenue South, Seattle, WA 98134
Howard Behar	director; president of Starbucks Coffee International, Inc.	2/00	2401 Utah Avenue South, Seattle, WA 98134
Barbara Bass	director	2/01	2310 Hyde Street, San Francisco, CA 94109
Craig Foley	director	2/01	Wickham Capital Corp. 7 Locust Lane, Bronxville, NY 10708
Gregory Maffei	director	2/00	Microsoft Corporation One Microsoft Way, Redmond, WA 98052-6399
Craig Weatherup	director	2/99	The Pepsi Bottling Group One Pepsi Way, Somers, NY 10589
Arten Prentice	director	2/00	Kibble & Prentice, Inc., 100 Plaza 600 Building 600 Stewart Street, Seattle, WA 98101-1285
James G. Shenhan, Jr.	director	2/00	Trinity Ventures, Inc., Building 1, Suite 240 3000 Sand Hill Road, Menlo Park, CA 94025
John Richards	president of Retail, North America	N/A	2401 Utah Avenue South, Seattle, WA 98134
G. Scott Greenburg	secretary	N/A	5000 Columbia Center, 701 Fifth Ave, Seattle, WA 98104
Deidra Wager	executive vice president, Retail Marketing and Operations Services	N/A	2401 Utah Avenue South, Seattle, WA 98134
Eduardo R. Garcia	executive vice president, Supply Chain Operations	N/A	2401 Utah Avenue South, Seattle, WA 98134
Michael Casey	executive vice president; chief financial officer and chief administrative officer	N/A	2401 Utah Avenue South, Seattle, WA 98134
Arthur Rubinfeld	senior vice president, Store Development	N/A	2401 Utah Avenue South, Seattle, WA 98134
Bruce Craig	senior vice president, Retail Field Operations	N/A	2401 Utah Avenue South, Seattle, WA 98134
David Olsen	senior vice president	N/A	2401 Utah Avenue South, Seattle, WA 98134
Deborah Gillotti	senior vice president; chief information officer	N/A	2401 Utah Avenue South, Seattle, WA 98134
Don Valencia	senior vice president, Research & Development	N/A	2401 Utah Avenue South, Seattle, WA 98134
James Ailing	senior vice president, Grocery	N/A	2401 Utah Avenue South, Seattle, WA 98134
Judy Meleial	senior vice president, Marketing	N/A	2401 Utah Avenue South, Seattle, WA 98134
Mary Williams	senior vice president, Coffee	N/A	2401 Utah Avenue South, Seattle, WA 98134
Sharon Elliott	senior vice president, Human Resources	N/A	2401 Utah Avenue South, Seattle, WA 98134
Shelley B. Lanza	senior vice president, Law & Corporate Affairs; general counsel	N/A	2401 Utah Avenue South, Seattle, WA 98134
Michael Sweeney	senior vice president, International	N/A	2401 Utah Avenue South, Seattle, WA 98134
Howard L. Wollner	senior vice president, Administration and Strategic Alliance	N/A	2401 Utah Avenue South, Seattle, WA 98134
Wanda Herndon	senior vice president, Communications & Public Affairs	N/A	2401 Utah Avenue South, Seattle, WA 98134