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PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mathison
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F94000006412 (0)

1. Corporation Name

HEARTLAND SUPERMARKETS, INC.

Principal Place of Business

6301 WATERFORD BLVD.
OKLAHOMA CITY OK 73118

Mailing Address

6301 WATERFORD BLVD.
OKLAHOMA CITY OK 73118



2. Principal Place of Business

21 State, Apt. #, etc.

22 City & State

23 Zip Country

2a. Mailing Address

26 State, Apt. #, etc.

27 City & State

28 Zip Country

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324

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 607.07(2) and 607.1506, 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 607.06(2), Florida Statutes.

SIGNATURE

Signature of Registered Agent or Agent for Service of Process

Signature of Registered Agent or Agent for Service of Process

DATE

12. See Attached OFFICERS AND DIRECTORS Schedule

TITLE PD [] DELETE

NAME WINN, HARRY L JR
STREET ADDRESS 6301 WATERFORD BLVD
CITY-STATE-ZIP OKLAHOMA CITY OK

TITLE VSD [] DELETE

NAME ALMOND, DAVID R
STREET ADDRESS 6301 WATERFORD BLVD.
CITY-STATE-ZIP OKLAHOMA CITY OK 73118

TITLE VT [] DELETE

NAME THOMPSON, JOHN M
STREET ADDRESS 6301 WATERFORD BLVD
CITY-STATE-ZIP OKLAHOMA CITY OK

TITLE V [] DELETE

NAME SMITH, ROBERT W
STREET ADDRESS 6301 WATERFORD BLVD.
CITY-STATE-ZIP OKLAHOMA CITY OK 73118

TITLE VD [] DELETE

NAME TWOMEY, KEVIN J
STREET ADDRESS 6301 WATERFORD BLVD
CITY-STATE-ZIP NORTH KANSAS CITY MO

TITLE AS [] DELETE

NAME WALLACE, JAMES M
STREET ADDRESS 6301 WATERFORD BLVD
CITY-STATE-ZIP NORTH KANSAS CITY MO

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1 NAME

12 NAME

13 STREET ADDRESS

14 CITY-STATE-ZIP

21 NAME

22 NAME

23 STREET ADDRESS

24 CITY-STATE-ZIP

31 NAME

32 NAME

33 STREET ADDRESS

34 CITY-STATE-ZIP

41 NAME

42 NAME

43 STREET ADDRESS

44 CITY-STATE-ZIP

51 NAME

52 NAME

53 STREET ADDRESS

54 CITY-STATE-ZIP

61 NAME

62 NAME

63 STREET ADDRESS

64 CITY-STATE-ZIP

71 NAME

72 NAME

73 STREET ADDRESS

74 CITY-STATE-ZIP

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I further certify that the information included on this annual report or supplementary 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 registered or business authorized to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed from an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

James M. Wallace 3/8/96 (405) 840 7200

CR2E034 (12/95)

pg. 2 of 2

Heartland Supermarkets
1996 Florida Annual Report
List of Corporate Officers and Directors

OFFICER:

ADDRESS:

Harry L. Winn, Jr.
President

12304 Kingsbrook Road
Oklahoma City, Ok 73142

David R. Almond
Vice President-Secretary

3600 Oakdale Forest Road
Edmond, Ok 73013

Robert W. Smith
Vice President

6309 Kingsbridge Drive
Oklahoma City, Ok 73162

John M. Thompson
Treasurer, Asst Secretary

3604 NW 72nd
Oklahoma City, Ok 73116

Kevin J. Twomey
Vice President

3829 Spyglass Road
Oklahoma City, Ok 73120

David F. Rutherford
Assistant Secretary

522 Airybrook Lane
Houston, Tx 77094

James M. Wallace
Assistant Secretary

6616 NW 114th Street
Oklahoma City, Ok 73162

DIRECTORS

David R. Almond

3600 Oakdale Forrest Road, Edmond, Ok, 73103

Kevin J. Twomey

3829 Spyglass Road, Okla City, Ok 73120

Harry L. Winn

12304 Kingsbrook Road, Okla. City, Ok 73142