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May 06 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 # F96000003192 (9)
1. Corporation Name
GATEWAY 2000 RETAIL, INC.
GATEWAY2000 Country Stores, Inc N/C 12/12/96

Principal Place of Business: 610 GATEWAY DR. N. SIOUX CITY SD 57049
Mailing Address: 610 GATEWAY DR. N. SIOUX CITY SD 57049-3199



2. Principal Place of Business: 21 2907 N. Dale Mabry Hwy, Suite, Apt. #, etc. 22 Tampa, FL 23 33607, Country 24 25

2a. Mailing Address: 26 Suite, Apt. #, etc. 27 Tampa, FL 28 33607, Country 29 30

3. Date Incorporated or Qualified: 06/25/1996
3a. Date of Last Report: N/A
4. FEI Number: 46-0431398
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent
CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

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	CP	<input type="checkbox"/> DELETE
NAME	BURKE, JOSEPH J	
STREET ADDRESS	610 GATEWAY DR.	
CITY-ST-ZIP	N. SIOUX CITY SD 57049	
TITLE	CS	<input type="checkbox"/> DELETE
NAME	ELLIOTT, WILLIAM M	
STREET ADDRESS	610 GATEWAY DR.	
CITY-ST-ZIP	N. SIOUX CITY SD 57049	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MCKITTRICK, DAVID J	
STREET ADDRESS	610 GATEWAY DR.	
CITY-ST-ZIP	N. SIOUX CITY SD 57049	
TITLE	T	<input type="checkbox"/> DELETE
NAME	HARVEY, RANDALL D	
STREET ADDRESS	610 GATEWAY DR.	
CITY-ST-ZIP	N. SIOUX CITY SD 57049	
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	SEE ATTACHED LIST	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME		
13 STREET ADDRESS		
14 CITY-ST-ZIP		
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		

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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: *Randall O. Harvey* April 28, 1997 (605) 232-2659

CR2E034 (9/96)

Gateway 2000 Country Stores, Inc.
FEIN 46-0431398

Officers:

<u>Name</u>	<u>Title</u>
Joseph J. Burke	President
Randall D. Harvey	Treasurer
William M. Elliott	Secretary
Stephanie Heim	Assistant Secretary

Directors:

Joseph J. Burke
William M. Elliott
David J. McKittrick