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**Feb 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

DOCUMENT # G60666 (6)
1. Corporation Name
MARYLAND CLUB FOODS, INC.



Principal Place of Business: **C/O BROTHERS GOURMET COFFEES, INC.
2255 GLADES ROAD
BOCA RATON FL 33431**

Mailing Address: **C/O BROTHERS GOURMET COFFEES, INC.
2255 GLADES ROAD
BOCA RATON FL 33431-7382**

3. Date Incorporated or Qualified: **09/21/1983** 3a. Date of Last Report: **05/23/1996**

4. FEI Number: **59-2149033** Applied For: Not Applicable:

5. Certificate of Status Desired: **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	BREEN, DONALD	
STREET ADDRESS	2255 GLADES ROAD	
CITY-ST-ZIP	BOCA RATON FL 33431	
TITLE	VPFA	<input type="checkbox"/> DELETE
NAME	BILUNES, BARRY	
STREET ADDRESS	2255 GLADES ROAD	
CITY-ST-ZIP	BOCA RATON FL 33431	
TITLE	EVPM	<input type="checkbox"/> DELETE
NAME	OLSON, TERRY	
STREET ADDRESS	2255 GLADES ROAD	
CITY-ST-ZIP	BOCA RATON FL 33431	
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

1.1 TITLE	VP - Chief Information Officer	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Daniel Brun	
1.3 STREET ADDRESS	2255 Glades Road	
1.4 CITY-ST-ZIP	Boca Raton, FL 33431	
2.1 TITLE	Secretary	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	John Ruppert	
2.3 STREET ADDRESS	2255 Glades Road	
2.4 CITY-ST-ZIP	Boca Raton, FL 33431	
3.1 TITLE	Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Elias Aburdene	
3.3 STREET ADDRESS	4615 Linnean Ave	
3.4 CITY-ST-ZIP	Washington, DC 20008	
4.1 TITLE	Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Jean Paul Bolduc	
4.3 STREET ADDRESS	13237 Westmeath Lane	
4.4 CITY-ST-ZIP	Clarksville, MD 21029	
5.1 TITLE	Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Peter Castleman	
5.3 STREET ADDRESS	10 Huckleberry Hill Road	
5.4 CITY-ST-ZIP	New Cannon, CT 06840	
6.1 TITLE	VP Finance	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Barry Bilmes	
6.3 STREET ADDRESS	See attached	
6.4 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: *Barry Bilmes* DATE: **1/28/97** TELEPHONE: **(561) 995-2600**

CR2E034 (9/96)

**MARYLAND CLUB FOODS, INC.
2255 GLADES ROAD, SUITE 100E
BOCA RATON, FL 33431**

OFFICERS:

DONALD D. BREEN, PRESIDENT AND CHIEF EXECUTIVE OFFICER

7801 E. UPPER RIDGE DRIVE
PARKLAND, FL 33067

BROTHERS GOURMET COFFEES, INC.
2255 GLADES ROAD
BOCA RATON, FL 33431
(561) 995-2600

BARRY BILMES, VICE PRESIDENT - FINANCE AND ADMINISTRATION

10060 NW 62ND STREET
PARKLAND, FL 33076

BROTHERS GOURMET COFFEES, INC.
2255 GLADES ROAD
BOCA RATON, FL 33431
(561) 995-2600

DANIEL J. BRUNI, VICE PRESIDENT - CHIEF INFORMATION OFFICER

103 CAMERON CT.
FT. LAUDERDALE, FL 33328

BROTHERS GOURMET COFFEES, INC.
2255 GLADES ROAD
BOCA RATON, FL 33431
(561) 995-2600

TERRY M. OLSON, VICE PRESIDENT SALES AND MARKETING

8021 BLUE RIDGE LANE
PARKLAND, FL 33067

BROTHERS GOURMET COFFEES, INC.
2255 GLADES ROAD
BOCA RATON, FL 33431
(561) 995-2600

JOHN RUPPERT, SECRETARY

BROWNSTEIN, HYATT, FARBER & STRICKLAND, PC
410 SEVENTEENTH ST; 22 FLOOR
DENVER, CO 80202
(303) 534-6335

DIRECTORS:

DONALD D. BREEN, DIRECTOR

SAME AS ABOVE

SAME AS ABOVE

ELIAS F. ABURDENE, DIRECTOR

4615 LINNEAN AVENUE
WASHINGTON, D.C. 20008
(202) 966-0534

PALMER NATIONAL BANCORP., INC.
SEND MAIL TO HOME ADDRESS
(202) 828-6791

J.P. BOLDUC, DIRECTOR

13237 WESTMEATH LANE
CLARKSVILLE, MD 21029
(301) 854-3632

JPB ENTERPRISES, INC.
8808 CENTRE PARK DRIVE, SUITE 204
COLUMBIA, MD 21045
(410) 884-1461

PETER M. CASTLEMAN, DIRECTOR

10 HUCKLEBERRY HILL ROAD
NEW CANAN, CT 06840
(203) 966-6724

J. H. WHITNEY & CO.
177 BROAD ST., 15TH FLOOR
STAMFORD, CT 06901
(203) 973-1414

JAMES J. MOORE JR., DIRECTOR

COCA COLA BOTTLING CO. CONSOLIDATED
1990 REXFORD ROAD
CHARLOTTE, NC 28211
(704) 551-4603

RAY E. NEWTON, III, DIRECTOR

170 E. 77TH STREET #2E
NEW YORK, NY 10021
(212) 737-2967

J. H. WHITNEY & CO.
177 BROAD ST., 15TH FLOOR
STAMFORD, CT 06901
(203) 973-1447