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Feb 04 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 # M10151 (2)
 1. Corporation Name
S.P.D. PHARMACY AND DISCOUNT STORE, INC.



Principal Place of Business Mailing Address
13655 S.W. 26TH STREET **13655 S.W. 26TH STREET**
MIAMI FL 33175 **MIAMI FL 33175-6376**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/17/1985	3a. Date of Last Report 01/24/1996
21	22	26	27	4. FEI Number 59-2484589	Applied For <input type="checkbox"/> Not Applicable
23		28		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24		29		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
25		30		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
MARQUEZ, JOSE M.
~~**780 N.W. LE JEUNE RD.**~~
~~**SUITE 400**~~
MIAMI FL 33128

10. Name and Address of New Registered Agent
 b1 Name **Same**
 b2 Street Address (P.O. Box Number is Not Acceptable)
782 NW LeJeune Blvd
548
 b3 City **MIAMI** b4 State **FL** b5 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]* DATE **1/16/97**

12. OFFICERS AND DIRECTORS

TITLE	RD	<input type="checkbox"/> DELETE
NAME	GUERRA, ARMANDO J.	
STREET ADDRESS	8450 S.W. 48 ST.	
CITY - ST - ZIP	MIAMI FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	GUERRA, JORGE	
STREET ADDRESS	9115 S.W. 17 TERR.	
CITY - ST - ZIP	MIAMI FL	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	HERRAN, JOSE A.	
STREET ADDRESS	1501 S.W. 68 AVE.	
CITY - ST - ZIP	MIAMI FL	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	HERRAN, MANUEL A	
STREET ADDRESS	1540 S.W. 65 PL.	
CITY - ST - ZIP	MIAMI FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	SALGUEIRO, ANSELMO	
STREET ADDRESS	6840 S.W. 19 TERR.	
CITY - ST - ZIP	MIAMI FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	9475 Journey's End Road
1.4 CITY - ST - ZIP	Miami, FL. 33156
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	8440 SW 58 ST.
2.4 CITY - ST - ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	8455 Grand Canal Drive
3.4 CITY - ST - ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	8460 SW 5 St.
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 type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, changed, or on an attachment with an address

SIGNATURE: *[Signature]* DATE **1/13/97** TELEPHONE # **(305) 221-7653**

CR2E034 (9/96)