

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
Jan 29 1997 8:00am
Secretary of State

DOCUMENT # P06505 (2)

1. Corporation Name
MARKET DISTRIBUTION SPECIALISTS, INC.

Principal Place of Business Mailing Address
640 HILLCREST RD.
SUITE 100
LILBURN GA 30247
P.O. BOX 459
LILBURN GA 30226-0459



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/21/1985		3a. Date of Last Report 09/27/1996	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		4. FEI Number 58-1622677		Applied For Not Applicable	
22. City & State		27. City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country		29. Country		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				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD 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 607.0502 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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE <input type="checkbox"/> DELETE				1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME VSD				1.2 NAME			
STREET ADDRESS 640 HILLCREST RD.				1.3 STREET ADDRESS			
CITY-ST-ZIP LILBURN GA				1.4 CITY-ST-ZIP			
TITLE <input type="checkbox"/> DELETE				2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME PD				2.2 NAME			
STREET ADDRESS 640 HILLCREST RD.				2.3 STREET ADDRESS			
CITY-ST-ZIP LILBURN GA				2.4 CITY-ST-ZIP			
TITLE <input type="checkbox"/> DELETE				3.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME VP				3.2 NAME			
STREET ADDRESS 203 W. BAYWOOD AVE.				3.3 STREET ADDRESS 22541 Aspen St., Suite D			
CITY-ST-ZIP ORANGE CA				3.4 CITY-ST-ZIP Lake Forest, CA 92630			
TITLE <input type="checkbox"/> DELETE				4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE <input type="checkbox"/> DELETE				5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE <input type="checkbox"/> DELETE				6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				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: Robert L. Thornton

Date

Daytime Phone #

0013395

CR2E034 (9/96)