

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

FILED
May 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P14515 (1)
 1. Corporation Name
BROWN & WILLIAMSON TOBACCO CORPORATION



Principal Place of Business: **1500 BROWN & WILLIAMSON TOWER P O BOX 35090 LOUISVILLE KY 40232**
 Mailing Address: **1500 BROWN & WILLIAMSON TOWER P O BOX 35090 LOUISVILLE KY 40232-5090**

3. Date Incorporated or Qualified: **05/19/1987** 3a. Date of Last Report: **05/01/1996**
 4. FEI Number: **61-0144470** 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
 Suite, Apt. #, etc.
 City & State
 Zip Country

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	VCFO <input type="checkbox"/> DELETE
NAME	SCHOENBACHLER, CARL L.
STREET ADDRESS	1500 BROWN & WILLIAMSON TWR,P.O. BOX 35090
CITY-ST-ZIP	LOUISVILLE KY
TITLE	PCEO <input type="checkbox"/> DELETE
NAME	BROOKES, NICK
STREET ADDRESS	1500 BROWN & WILLIAMSON TWR,P.O. BOX 35090
CITY-ST-ZIP	LOUISVILLE KY
TITLE	SVP <input type="checkbox"/> DELETE
NAME	MCGRAW, MICHAEL J.
STREET ADDRESS	1500 BROWN & WILLIAMSON TWR,P.O. BOX 35090
CITY-ST-ZIP	LOUISVILLE KY
TITLE	SVP <input type="checkbox"/> DELETE
NAME	PEPPLES, E.
STREET ADDRESS	1500 BROWN & WILLIAMSON
CITY-ST-ZIP	LOUISVILLE KY
TITLE	VPS <input type="checkbox"/> DELETE
NAME	BURKE, F. ANTHONY
STREET ADDRESS	1500 BROWN & WILLIAMSON TWR,P.O. BOX 35090
CITY-ST-ZIP	LOUISVILLE KY
TITLE	AS <input type="checkbox"/> DELETE
NAME	SHADBURNE, G.G.
STREET ADDRESS	5515 KILLIMUR DR
CITY-ST-ZIP	LOUISVILLE KY

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
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, if changed, or on my attachment with an address.

SIGNATURE: *[Handwritten Signature]*

CR2E034 (9/96)