

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

FILED
May 11 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 05/19/1987	
2. Principal Place of Business 21 200 Brown & Williamson Tower Suite, Apt. #, etc. 22 P.O. Box 35090 City & State 23 Louisville, KY Zip 24 40232	2a. Mailing Address 26 200 Brown & Williamson Tower Suite, Apt. #, etc. 27 P.O. Box 35090 City & State 28 Louisville, KY Zip 29 40232
4. FEI Number 61-0144470	
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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	
85 Zip Code		FL	

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	NAME	1.1 TITLE	1.2 NAME
VCFO	SCHOENBACHLER, CARL L.	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
1500 BROWN & WILLIAMSON TWR,P.O. BOX 35090		1.3 STREET ADDRESS	200 Brown & Williamson Tower,P.O.Box 35090
LOUISVILLE KY		1.4 CITY-ST-ZIP	Louisville, KY 40232
PCEO	BROOKES, NICK	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
1500 BROWN & WILLIAMSON TWR,P.O. BOX 35090		2.1 TITLE	200 Brown & Williamson Tower,P.O.Box 35090
LOUISVILLE KY		2.2 NAME	Louisville, KY 40232
SVP	MCGRAW, MICHAEL J.	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
1500 BROWN & WILLIAMSON TWR,P.O. BOX 35090		2.3 STREET ADDRESS	200 Brown & Williamson Tower,P.O.Box 35090
LOUISVILLE KY		2.4 CITY-ST-ZIP	Louisville, KY 40232
SVP	PEPPLES, E.	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
1500 BROWN & WILLIAMSON		3.1 TITLE	200 Brown & Williamson Tower,P.O.Box 35090
LOUISVILLE KY		3.2 NAME	Louisville, KY 40232
VPS	BURKE, F. ANTHONY	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
1500 BROWN & WILLIAMSON TWR,P.O. BOX 35090		3.3 STREET ADDRESS	200 Brown & Williamson Tower,P.O.Box 35090
LOUISVILLE KY		3.4 CITY-ST-ZIP	Louisville, KY 40232
AS	SHADBURNE, G.G.	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
5515 KILLMUR DR		4.1 TITLE	200 Brown & Williamson Tower,P.O.Box 35090
LOUISVILLE KY		4.2 NAME	Louisville, KY 40232

14. I 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 _____ G. G. Shadburne 4/24/98

CR2E84 (1097)