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Jan 27 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 # P14522 (7)

1. Corporation Name
SOUTH FLORIDA RETAIL DIVISION #1, INC.



Principal Place of Business: 2001 ROSS AVENUE SUITE 3500 DALLAS TX 75201
Mailing Address: 2001 ROSS AVENUE SUITE 3500 DALLAS TX 75201-2998

3. Date Incorporated or Qualified: 05/19/1987
3a. Date of Last Report: 02/19/1996
4. FEI Number: 75-2168704
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 [X] No

2. Principal Place of Business: 21 State, Apt. #, etc.; 22 City & State; 23 Zip; 24 Country
2a. Mailing Address: 26 State, Apt. #, etc.; 27 City & State; 28 Zip; 29 Country

9. Name and Address of Current Registered Agent
PRENTICE HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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

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: _____

Table with 5 columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP, and a DELETE checkbox. Rows include PD WILLIAMS, J. MCDONALD; S GULLEDGE, DONNA; VD CROW, HARLAN R.; AS BROWN, CYNTHIA; V GEORGE, VINCENT L.; T BROWN, RONALD S.

Table with 5 columns: 1.1 TITLE, 1.2 NAME, 1.3 STREET ADDRESS, 1.4 CITY-ST-ZIP, and Change/Addition checkboxes. Rows 1-6.

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: Donna Gulledge Donna Gulledge 1/19/97 214/863-4000

CR2E034 (9/96)