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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



2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21 State, Apt. #, etc.	26 State, Apt. #, etc.	05/19/1987	02/19/1996
22 City & State	27 City & State	4. FEI Number	Applied For
23 Zip	28 Zip	75-2168704	Not Applicable
24 Country	29 Country	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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	PD	1.1 TITLE	
NAME	WILLIAMS, J. McDONALD	1.2 NAME	
STREET ADDRESS	2001 ROSS AVENUE, SUITE 3500	1.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75201	1.4 CITY-ST-ZIP	
TITLE	S	2.1 TITLE	
NAME	GULLEDGE, DONNA	2.2 NAME	
STREET ADDRESS	2001 ROSS AVENUE, SUITE 3500	2.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	2.4 CITY-ST-ZIP	
TITLE	VD	3.1 TITLE	
NAME	CROW, HARLAN R.	3.2 NAME	
STREET ADDRESS	2001 ROSS AVENUE, SUITE 3500	3.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75201	3.4 CITY-ST-ZIP	
TITLE	AS	4.1 TITLE	
NAME	BROWN, CYNTHIA	4.2 NAME	
STREET ADDRESS	2001 ROSS AVENUE, SUITE 3500	4.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	
NAME	GEORGE, VINCENT L	5.2 NAME	
STREET ADDRESS	2001 ROSS AVENUE, SUITE 3500	5.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75201	5.4 CITY-ST-ZIP	
TITLE	T	6.1 TITLE	
NAME	BROWN, RONALD S	6.2 NAME	
STREET ADDRESS	2001 ROSS AVE., SUITE 3500	6.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	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: Donna Gulledge 1/19/97 214/863-4000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)