

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

FILED
Feb 17 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 # 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



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/19/1987	
21	Suite, Apt. #, etc. SUITE 3200	26	Suite, Apt. #, etc. SUITE 3200	4. FEI Number 75-2168704	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 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

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
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	PD	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WILLIAMS, J. McDONALD		1.2 NAME	MARY M. WAGER	
STREET ADDRESS	2001 ROSS AVENUE, SUITE 3500		1.3 STREET ADDRESS	2001 ROSS AVENUE, SUITE 3200	
CITY-ST-ZIP	DALLAS TX 75201		1.4 CITY-ST-ZIP	DALLAS, TX 75201	
TITLE	S	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GULLEDGE, DONNA		2.2 NAME	LINDA S. CADE	
STREET ADDRESS	2001 ROSS AVENUE, SUITE 3500		2.3 STREET ADDRESS	2001 ROSS AVENUE, SUITE 3200	
CITY-ST-ZIP	DALLAS TX		2.4 CITY-ST-ZIP	DALLAS, TX 75201	
TITLE	VD	<input type="checkbox"/> DELETE	3.1 TITLE	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CROW, HARLAN R.		3.2 NAME		
STREET ADDRESS	2001 ROSS AVENUE, SUITE 3500		3.3 STREET ADDRESS	2001 ROSS AVENUE, SUITE 3200	
CITY-ST-ZIP	DALLAS TX 75201		3.4 CITY-ST-ZIP		
TITLE	AS	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BROWN, CYNTHIA		4.2 NAME	ROBERT A. McCLAIN	
STREET ADDRESS	2001 ROSS AVENUE, SUITE 3500		4.3 STREET ADDRESS	2001 ROSS AVENUE, SUITE 3200	
CITY-ST-ZIP	DALLAS TX		4.4 CITY-ST-ZIP	DALLAS, TX 75201	
TITLE	V	<input checked="" type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	<input checked="" type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 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: X



(214) 863-4000

CR2E034 (10/97)