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Apr 23, 1999 8:00 am
Secretary of State

04-23-1999 90088 023 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P14522
 1. Corporation Name
SOUTH FLORIDA RETAIL DIVISION #1, INC.



Principal Place of Business Mailing Address

2001 ROSS AVENUE STE 3200 DALLAS TX 75201 US

2001 ROSS AVENUE STE 3200 DALLAS TX 75201 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address

21 26

Suite, Apt. #, etc. Suite, Apt. #, etc.

22 27

City & State City & State

23 28

Zip Country Zip Country

24 25 29 30

3. Date incorporated or Qualified
05/19/1987

4. FEI Number
75-2168704

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 owes the current year Intangible Personal Property Tax. Yes 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	V	<input type="checkbox"/> DELETE
NAME	HAGER, MARY M	
STREET ADDRESS	2001 ROSS AVE, STE 3200	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	CADE, LINDA S	
STREET ADDRESS	2001 ROSS AVE, STE 3200	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	CROW, HARLAN R.	
STREET ADDRESS	2001 ROSS AVE, STE 3200	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MCCLAIN, ROBERT A	
STREET ADDRESS	2001 ROSS AVE, STE 3200	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	RONALD S. BROWN
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 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, with all other like empowered.

SIGNATURE: *Ronald S. Brown* SIGNATURE REQUIRED UP 4/14/99 (214) 863-4000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR **RONALD S. BROWN** Date Daytime Phone #

CR2E034 (11/98)