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Mar 17, 1999 8:00 am
Secretary of State

03-17-1999 90012 035 ***300.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # **P20743**
 1. Corporation Name
WHEREHOUSE SUBSIDIARY III CO., INC.

Principal Place of Business: 1201 ELM STREET, DALLAS TX 75270, US
 Mailing Address: % PHILIPPE P DAUMAN, 1515 BROADWAY, NEW YORK NY 10036, US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 19701 Hamilton Ave, Torrance CA 90502, LA
 2a. Mailing Address: 26 19701 Hamilton Ave, Torrance CA 90502, LA

3. Date Incorporated or Qualified: 09/01/1988
 4. FEI Number: 58-1805603
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$5.00 May Be Added to Fees
 7. This corporation owes the current year Intangible Personal Property Tax: Yes No

9. Name and Address of Current Registered Agent
 THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: P	JOHN F ANTIOCO	11 TITLE: President	Change Addition
STREET ADDRESS: 1201 ELM STREET		12 NAME: Antonio C Alvarez, II	
CITY-ST-ZIP: DALLAS TX 75270		13 STREET ADDRESS: 19701 Hamilton Ave.	
TITLE: EVPS	PHILIPPE P DAUMAN	14 CITY-ST-ZIP: Torrance, CA 90502	
STREET ADDRESS: 1515 BROADWAY		21 TITLE: Vice President	Change Addition
CITY-ST-ZIP: NEW YORK NY 10036		22 NAME: Larry Gaines	
TITLE: EVP	LYNN J LYALL	23 STREET ADDRESS: 19701 Hamilton Ave.	
STREET ADDRESS: 1201 ELM STREET		24 CITY-ST-ZIP: Torrance, CA 90502	
CITY-ST-ZIP: DALLAS TX 75270		31 TITLE: Assistant Secretary	Change Addition
TITLE: AS	ILENE W STACK	32 NAME: Robert S. Kelleher	
STREET ADDRESS: 1515 BROADWAY		33 STREET ADDRESS: 19701 Hamilton Ave.	
CITY-ST-ZIP: NEW YORK NY 10036		34 CITY-ST-ZIP: Torrance, CA 90502	
TITLE: D	GEORGE S SMITH JR	41 TITLE: Treasurer	Change Addition
STREET ADDRESS: 1515 BROADWAY		42 NAME: Lynn Gilmore	
CITY-ST-ZIP: NEW YORK NY 10036		43 STREET ADDRESS: 19701 Hamilton Ave.	
TITLE: D	ROBERT S. KELLEHER	44 CITY-ST-ZIP: Torrance, CA 90502	
STREET ADDRESS: 1515 BROADWAY		51 TITLE: Director	Change Addition
CITY-ST-ZIP: NEW YORK NY 10036		52 NAME: Antonio C. Alvarez, II	
TITLE: D	ROBERT S. KELLEHER	53 STREET ADDRESS: 19701 Hamilton Ave.	
STREET ADDRESS: 1515 BROADWAY		54 CITY-ST-ZIP: Torrance, CA 90502	
CITY-ST-ZIP: NEW YORK NY 10036		61 TITLE: Director	Change Addition
TITLE: D	ROBERT S. KELLEHER	62 NAME: Robert S. Kelleher	
STREET ADDRESS: 1515 BROADWAY		63 STREET ADDRESS: 19701 Hamilton Ave.	
CITY-ST-ZIP: NEW YORK NY 10036		64 CITY-ST-ZIP: Torrance, CA 90502	

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: Lynn Gilmore VP Treasurer Date: 2/17/99 Daytime Phone #: 1-310-538-2314
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (11/98)