


**SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)**

FILED
Jul 28 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P27876 (2)
 1. Corporation Name
WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.

Principal Place of Business 711 BELLEVUE AVENUE DUBLIN GA 31021	Mailing Address 711 BELLEVUE AVENUE DUBLIN GA 31021
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 1851 Telfair Street	2a. Mailing Address 26 P.O. Box 1140
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.
23 City & State Dublin, GA.	28 City & State Dublin, GA.
24 Zip 31021	25 Country USA
29 Zip 31040	30 Country USA

3. Date Incorporated or Qualified 01/19/1990	3a. Date of Last Report 05/01/1996
4. FEI Number 58-1142126	Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/>
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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 **The Prentice-Hall Corporation System, Inc.** DATE

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	PAYNE, RON	
STREET ADDRESS	U.S. HIGHWAY 441 SO.	
CITY-ST-ZIP	DUBLIN GA	
TITLE	SVPT	<input type="checkbox"/> DELETE
NAME	FAIRCLOTH, PHILLIP D	
STREET ADDRESS	U.S. HIGHWAY 441 S	
CITY-ST-ZIP	DUBLIN GA	
TITLE	C	<input type="checkbox"/> DELETE
NAME	GLASS, SHERWIN	
STREET ADDRESS	5000 HUTCHINS FERRY RD	
CITY-ST-ZIP	SUWANEE GA	
TITLE	CFOP	<input type="checkbox"/> DELETE
NAME	KUNKLER, DAVID L	
STREET ADDRESS	US HIGHWAY 441 S	
CITY-ST-ZIP	DUBLIN GA	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	MARLIN, JERRY	
STREET ADDRESS	US HIGHWAY 441 S	
CITY-ST-ZIP	DUBLIN GA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	S.V.P./CFO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Phillip D. Faircloth	
1.3 STREET ADDRESS	1851 Telfair Street	
1.4 CITY-ST-ZIP	Dublin, GA. 31021	
2.1 TITLE	Vice Chairman	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Chan Carter	
2.3 STREET ADDRESS	1851 Telfair Street	
2.4 CITY-ST-ZIP	Dublin, GA. 31021	
3.1 TITLE	Chairman/President	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Glass, Sherwin	
3.3 STREET ADDRESS	1851 Telfair Street	
3.4 CITY-ST-ZIP	Dublin, GA. 31021	
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 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: *Phillip D. Faircloth SVP/CFO* 7/22/97 912-275-6112

CR2E034 (4/97)