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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000066282

1. Corporation Name
LOWE/PALM COAST, INC.

Principal Place of Business 3 WATERSIDE PKWY PALM COAST FL 32137 US	Mailing Address LOWE ENTERPRISES, INC 11777 SAN VICENTE BLVD. #900 LOS ANGELES CA 90049 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

3. Date Incorporated or Qualified 08/28/1995	
4. FEI Number 59-3331478	Applied For Not Applicable
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 the current year Intangible Personal Property Tax.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

10. Name and Address of New Registered Agent

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

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

TITLE	D/CH	<input type="checkbox"/> DELETE
NAME	PLATT, JOHN B. III	
STREET ADDRESS	196 LA VEREDA RD.	
CITY-ST-ZIP	SANTA BARBARA CA 93108	
TITLE	D	<input type="checkbox"/> DELETE
NAME	LOWE, ROBERT J.	
STREET ADDRESS	11777 SAN VICENTE BLVD, #900	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	DEL FRANCO, PETER A.	
STREET ADDRESS	11777 SAN VICENTE BLVD, #900	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	KENYON, BETTY J.	
STREET ADDRESS	11777 SAN VICENTE BLVD, #900	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	D/P	<input checked="" type="checkbox"/> DELETE
NAME	HEWLETTE, EARL D.	
STREET ADDRESS	5757 PALM BLVD.	
CITY-ST-ZIP	ISLE OF PALMS SC 29451	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PRINN, BRIAN T	
STREET ADDRESS	11777 SAN VICENTE BLVD #900	
CITY-ST-ZIP	LOS ANGELES CA 90049	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Director, Chairman and Pres.	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS	430 Corona Del Mar	
1.4 CITY-ST-ZIP	Santa Barbara, CA 93103	
2.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		90049
3.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		90049
4.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		90049
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 any attachment with an address, with all other like empowered.

SIGNATURE: Betty J. Kenyon Date: 2/9/99 Daytime Phone #: 310 820-6661

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (11/98)

234701-90109-35
P95000066282

**LOWE/PALM COAST, INC.
PROFIT CORPORATION ANNUAL REPORT
OFFICERS CONTINUED**

Dana Ashton
Vice President
11777 San Vicente Boulevard, Suite 900
Los Angeles, California 90049

James T. Cullis
Vice President
3 Waterside Parkway
Palm Coast, Florida 32137

John M. DeMarco
Vice President and Corporate Counsel
11777 San Vicente Boulevard, Suite 900
Los Angeles, California 90049

Robert J. Lowe, Jr.
Vice President
11777 San Vicente Boulevard, Suite 900
Los Angeles, California 90049

Peter R. O'Keeffe
Senior Vice President
11777 San Vicente Boulevard, Suite 900
Los Angeles, California 90049

Salve A. Pennya
Senior Vice President and Assistant Secretary
11777 San Vicente Boulevard, Suite 900
Los Angeles, California 90049

William T. Wethe
Director, Vice President and Chief Financial Officer
3 Waterside Parkway
Palm Coast, Florida 32137

John R. Hemphill
Vice President
3 Waterside Parkway
Palm Coast, Florida 32137