

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

FILED

May 12 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 # F95000001387 (8)
 1. Corporation Name
THE SABRE GROUP, INC.



Principal Place of Business 4333 AMON CARTER BLVD., MD 5675 FORT WORTH TX 76155	Mailing Address 4333 AMON CARTER BLVD., MD 5675 FORT WORTH TX 76155
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3. Date Incorporated or Qualified 03/22/1995		3a. Date of Last Report 04/27/1996	
2. Principal Place of Business	2a. Mailing Address	4. FEI Number 75-2109502	Applied For Not Applicable
21	26 4255 AMON CARTER BLVD MD 4204	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
23 City & State	28 FORT WORTH TX	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
24 Zip	25 Country	29 76155	30 Country

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND RD PLANTATION FL 33324		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: _____ DATE: _____
Signature: typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when re-stating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C/D <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CRANDALL, ROBERT L	1.2 NAME	
STREET ADDRESS	4333 AMON CARTER BLVD, MD 5675	1.3 STREET ADDRESS	4255 AMON CARTER BLVD MD 4204
CITY - ST - ZIP	FORT WORTH TX 76155	1.4 CITY - ST - ZIP	FORT WORTH TX 76155
TITLE	D <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CARTY, DONALD J.	2.2 NAME	T. PATRICK KELLY
STREET ADDRESS	4333 AMON CARTER BLVD., MD 5675	2.3 STREET ADDRESS	4255 AMON CARTER BLVD. MD 4204
CITY - ST - ZIP	FORT WORTH TX 76155	2.4 CITY - ST - ZIP	FORT WORTH TX 76155
TITLE	VCPD <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DURMAN, MICHAEL J.	3.2 NAME	SAME ADDRESS CHANGE
STREET ADDRESS	4333 AMON CARTER BLVD., MD 5675	3.3 STREET ADDRESS	
CITY - ST - ZIP	FORT WORTH TX 76155	3.4 CITY - ST - ZIP	
TITLE	VP <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COOK, THOMAS M.	4.2 NAME	"
STREET ADDRESS	4333 AMON CARTER BLVD., MD 5675	4.3 STREET ADDRESS	
CITY - ST - ZIP	FORT WORTH TX 76155	4.4 CITY - ST - ZIP	
TITLE	VP <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JONES, TERRY B.	5.2 NAME	"
STREET ADDRESS	4333 AMON CARTER BLVD., MD 5675	5.3 STREET ADDRESS	
CITY - ST - ZIP	FORT WORTH TX 76155	5.4 CITY - ST - ZIP	
TITLE	S <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	JACKSON, JEFFERY M.	6.2 NAME	ANDREW B. STEINBERG
STREET ADDRESS	4333 AMON CARTER BLVD., MD 5675	6.3 STREET ADDRESS	4 AMON CARTER BLVD. MD
CITY - ST - ZIP	FORT WORTH TX 76155	6.4 CITY - ST - ZIP	FORT WORTH TX 76155

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: **J. F. Brashear** APRIL 25 1997 817 967 1273
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
JAMES F. BRASHEAR 0628103

CR2E034 (9/96)