

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

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	
				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: _____ 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 D/T	<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 VCPO	<input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME DURMAN, MICHAEL J.		3.2 NAME	
STREET ADDRESS 4333 AMON CARTER BLVD., MD 5675		3.3 STREET ADDRESS SAME ADDRESS CHANGE	
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 VP/S	<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 #

CR2E034 (9/96)