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May 10, 1999 8:00 am
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 # F95000001387

1. Corporation Name
THE SABRE GROUP, INC.



Principal Place of Business 4255 AMON CARTER BLVD MD 4204 FORT WORTH TX 76155 US	Mailing Address 4255 AMON CARTER BLVD MD 4204 FORT WORTH TX 76155 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 03/22/1995
21	26	4. FEI Number 75-2109502
Suite, Apt. #, etc.	Suite, Apt. #, etc.	Applied For Not Applicable
22	27	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
23	28	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No
Zip	Country	
24	25	29
		30

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND RD PLANTATION FL 33324		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 _____ (Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	EVP <input type="checkbox"/> DELETE	1.1 TITLE	EVP- STS Division <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOSTON, BRADFORD J	1.2 NAME	Boston, Bradford J.
STREET ADDRESS	4255 AMON CARTER BLVD, MD 4204	1.3 STREET ADDRESS	4255 Amon Carter Blvd, MD 4204
CITY-ST-ZIP	FT WORTH TX 76155	1.4 CITY-ST-ZIP	FT WORTH, TX 76155
TITLE	P <input type="checkbox"/> DELETE	2.1 TITLE	P-STIN Division <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SPECK, ERIC J	2.2 NAME	Speck, Eric J.
STREET ADDRESS	4255 AMON CARTER BLVD, MD 4204	2.3 STREET ADDRESS	4255 Amon Carter Blvd., MD 4204
CITY-ST-ZIP	FT WORTH TX 76155	2.4 CITY-ST-ZIP	FT WORTH, TX 76155
TITLE	T <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MURPHY, JAMES E	3.2 NAME	
STREET ADDRESS	4255 AMON CARTER BLVD MD 4204	3.3 STREET ADDRESS	
CITY-ST-ZIP	FT WORTH TX 76155	3.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	4.1 TITLE	P- STS Division <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COOK, THOMAS M.	4.2 NAME	Cook, Thomas M.
STREET ADDRESS	4255 AMON CARTER BLVD MD 4204	4.3 STREET ADDRESS	4255 Amon Carter Blvd. MD 4204
CITY-ST-ZIP	FORT WORTH TX	4.4 CITY-ST-ZIP	FORT WORTH, TX 76155
TITLE	VP <input type="checkbox"/> DELETE	5.1 TITLE	P-SI Division <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JONES, TERRY B.	5.2 NAME	Jones, Terrell B.
STREET ADDRESS	4255 AMON CARTER BLVD MD 4204	5.3 STREET ADDRESS	4255 Amon Carter Blvd. MD 4204
CITY-ST-ZIP	FORT WORTH TX	5.4 CITY-ST-ZIP	FT WORTH, TX 76155
TITLE	VPS <input type="checkbox"/> DELETE	6.1 TITLE	SVP/ S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STEINBERG, ANDREW	6.2 NAME	Steinberg, Andrew B.
STREET ADDRESS	4255 AMON CARTER BLVD MD 4204	6.3 STREET ADDRESS	4255 Amon Carter Blvd. MD 4204
CITY-ST-ZIP	FORT WORTH TX	6.4 CITY-ST-ZIP	FT WORTH, TX 76155

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:  4-28-99 (817) 967-1273
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

The SABRE Group, Inc.

Additional Directors and Officers

F95000001387
5323579013105

1. Director
Donald J. Carty
4255 Amon Carter Blvd., MD 4204
Fort Worth, Texas 76155
2. Director
Michael J. Durham
4255 Amon Carter Blvd., MD 4204
Fort Worth, Texas 76155
3. Director/Senior Vice President/Chief Financial Officer
Jeffery M. Jackson
4255 Amon Carter Blvd., MD 4204
Fort Worth, Texas 76155
4. President/Chief Executive Officer
Michael J. Durham
4255 Amon Carter Blvd., MD 4204
Fort Worth, Texas 76155
5. Assistant Corporate Secretary
James F. Brashear
4255 Amon Carter Blvd., MD 4204
Fort Worth, Texas 76155