

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

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**Jan 24 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 # F95000005274 (4)
1. Corporation Name
PAUL RAY BERNDTSON, INC.



Principal Place of Business 301 COMMERCE ST #2300 FT WORTH TX 76102	Mailing Address 301 COMMERCE ST #2300 FT WORTH TX 76102-4123
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3. Date Incorporated or Qualified 10/27/1995	3a. Date of Last Report 04/16/1996
4. FEI Number 75-1765152	Applied For <input type="checkbox"/> 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt #, etc. 22 City & State 23 Zip 24	2a. Mailing Address 26 Suite, Apt #, etc. 27 City & State 28 Zip 29
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9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DC	<input type="checkbox"/> DELETE
NAME	RAY, PAUL R SR	
STREET ADDRESS	301 COMMERCE ST #2300	
CITY-ST-ZIP	FT WORTH TX 76102	
TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	RAY, PAUL R JR	
STREET ADDRESS	301 COMMERCE ST #2300	
CITY-ST-ZIP	FT WORTH TX 76102	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	RAY, T. BRECK	
STREET ADDRESS	301 COMMERCE ST #2300	
CITY-ST-ZIP	FT WORTH TX 76102	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	PETTIGREW, H. REECE	
STREET ADDRESS	301 COMMERCE ST #2300	
CITY-ST-ZIP	FT WORTH TX 76102	
TITLE	CV	<input type="checkbox"/> DELETE
NAME	ORR, R. DOUGLAS	
STREET ADDRESS	301 COMMERCE ST #2300	
CITY-ST-ZIP	FT WORTH TX 76102	
TITLE	DV	<input checked="" type="checkbox"/> DELETE
NAME	RADDEN, DAVID B	
STREET ADDRESS	2029 CENTURY PARK E #1000	
CITY-ST-ZIP	LOS ANGELES CA 90067	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DIRECTOR	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	JACQUES P. ANDRE	
1.3 STREET ADDRESS	101 PARK AVE	
1.4 CITY-ST-ZIP	NY, NY 10178	
2.1 TITLE	DIRECTOR	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	ANDREW E. WEIDNER	
2.3 STREET ADDRESS	191 PEACHTREE ST, STE 2800	
2.4 CITY-ST-ZIP	ATLANTA, GA 30303-7157	
3.1 TITLE	DIRECTOR	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	JOHN T. MITCHELL	
3.3 STREET ADDRESS	5422 MONTEREY CLUB DR	
3.4 CITY-ST-ZIP	WINDERMERE, FL 33478	
4.1 TITLE	DIRECTOR	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	WILLIAM H. WEBB	
4.3 STREET ADDRESS	101 PARK AVE	
4.4 CITY-ST-ZIP	NY, NY 10178	
5.1 TITLE	STEPHEN P. JORDAN	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	DIRECTOR	
5.3 STREET ADDRESS	2200 Ross Ave, Ste 4600W	
5.4 CITY-ST-ZIP	DALLAS, TX 75201	
6.1 TITLE	DIRECTOR	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	AMANDA C. FOY	
6.3 STREET ADDRESS	10 S. RIVERSIDE PLAZE, STE 720	
6.4 CITY-ST-ZIP	CHICAGO IL 60606	

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: R. DOUGLAS ORR 1/7/97 817 334-0500
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)