

FILE NOW: FILING FEE AFTER MAY 1 IS \$650.00

PROFIT CORPORATION ANNUAL REPORT 1999  
 FLORIDA DEPARTMENT OF STATE  
 Sandra B. Morthern  
 Secretary of State  
 DIVISION OF CORPORATIONS

99 JUN -4 PM 2:50  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

DOCUMENT # F96000001619  
 1. Corporation Name  
 HBC Florida, Inc.

Principal Place of Business  
 3102 Oak Lawn Avenue, Suite 215  
 Dallas, Texas 75219

3. Date Incorporated or Qualified 11/16/93  
 3a. Date of Last Report

1. Principal Place of Business 21 2828 Coral Way  
 2. Mailing Address 22 3102 Oak Lawn  
 4. FEI Number 95-4455121  
 5. Certificate of Status Desired  
 6. Election Campaign Financing  
 7. This corporation has liability for intangible tax under a 199.032 Florida Statute

8. Name and Address of Current Registered Agent  
 C T Corporation System  
 1200 S. Pine Island Road  
 Plantation, Florida 33324  
 10. Name and Address of New Registered Agent  
 81 Name  
 82 Street Address (P.O. Box Number is Not Acceptable)  
 83 City  
 84 Zip Code

11. Pursuant to the provisions of Sections 807.0502 and 807.1509, 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 appointments as registered agent. (See Section 807.0501, Florida Statutes.)

SIGNATURE: \_\_\_\_\_ NOTE: Registered Agent signature required when reinstating. DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CEO, President McHenry T. Tichenor, Jr. 100 Crescent Court, Suite 1777 Dallas, Texas 75201	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	CEO, President McHenry T. Tichenor, Jr. 3102 Oak Lawn Ave, #215 Dallas, TX 75219
TITLE NAME STREET ADDRESS CITY-ST-ZIP	COO, Sr. V.P., Treasurer Jeffrey T. Hinson 100 Crescent Court, Suite 1777 Dallas, Texas 75201	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	COO, Sr. VP, Treasurer Jeffrey T. Hinson 3102 Oak Lawn Ave, #215 Dallas, TX 75219
TITLE NAME STREET ADDRESS CITY-ST-ZIP	COO, Exec. V.P., Secretary David D. Lykes 100 Crescent Court, Suite 1777 Dallas, Texas 75201	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	COO, Exec. VP, Secretary David D. Lykes 3102 Oak Lawn Ave, #215 Dallas, TX 75219
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Vice President Ricardo del Castillo 100 Crescent Court, Suite 1777 Dallas, Texas 75201	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	Vice President David Gerow 3102 Oak Lawn Ave, #215 Dallas, TX 75219
TITLE NAME STREET ADDRESS CITY-ST-ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 118.07(3)(f), Florida Statutes. (Further certify that the information included 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 807, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.)

SIGNATURE: David Gerow, Vice President, June 3, 1999  
 SIGNATURE BOX TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR