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03-17-1999 90082 022 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F96000005077**

1. Corporation Name
JPI TEXAS DEVELOPMENT, INC.

Principal Place of Business: 600 EAST LAS COLINAS BLVD., STE 1800 IRVING TX 75039
 Mailing Address: 600 EAST LAS COLINAS BLVD., STE 1800 IRVING TX 75039



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		10/02/1996	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		75-2440939	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip		Zip		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	
24		29		30	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD MILLER III, J F	1.1 TITLE	Please see attachment
NAME	600 EAST LAS COLINAS BLVD., STE 1800	1.2 NAME	(Directors, Officers Report)
STREET ADDRESS	IRVING TX	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	V RIDDICK, W P	2.1 TITLE	
NAME	600 EAST LAS COLINAS BLVD., STE 1800	2.2 NAME	
STREET ADDRESS	IRVING TX	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	ST SCHUBERT JR, FRANK B	3.1 TITLE	
NAME	600 EAST LAS COLINAS BLVD., STE 1800	3.2 NAME	
STREET ADDRESS	IRVING TX	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	V HARRIS, C.C.	4.1 TITLE	
NAME	600 EAST LAS COLINAS BLVD., STE 1800	4.2 NAME	
STREET ADDRESS	IRVING TX 75039	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	V BRIGNON, GUY E	5.1 TITLE	
NAME	600 EAST LAS COLINAS BLVD., STE 1800	5.2 NAME	
STREET ADDRESS	IRVING TX 75039	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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: *Joe Ratliff* JOE RATLIFF Vice President/Taxation 1/18/99 (972) 556-1700
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

240295-90082-22
#F96000005077

JPI Texas Development, Inc.

Effective: February 12, 1998

Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Arthur G. Carpenter Senior Vice President

Effective: January 30, 1996

Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

J. Edward Easley Senior Vice President

Effective: August 21, 1996

Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

James A. Fadley Senior Vice President

Effective: April 20, 1995

Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Brad Forslund Senior Vice President

Effective: July 02, 1998

Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Michael R. Hammon Senior Vice President

Effective: February 12, 1998

Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

C. Christopher Harris Senior Vice President and Assistant Secretary

Effective: April 20, 1995

Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Andrew S. Kaye Senior Vice President

Effective: June 02, 1997

Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Timothy M. McEntee Senior Vice President

Effective: August 21, 1996

Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Gus A. Villalba Senior Vice President

Effective: January 30, 1996

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JPI Texas Development, Inc.

Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Gregory Arms Vice President & Area Managing Partner
Effective: February 16, 1998
Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Mark Bryant Vice President & Senior Asset Manager
Effective: July 13, 1998
Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

R. Larry Carr Vice President - Accounting
Effective: September 18, 1998
Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Jerry Davis Vice President & Area Managing Partner
Effective: January 05, 1998
Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

John Englert Vice President & Area Managing Partner
Effective: June 02, 1997
Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Vanessa S. Hoffman Vice President
Effective: April 20, 1995
Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Scot M. McLaughlin Vice President and Assistant Secretary
Effective: December 30, 1998
Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Robert T. Poynter Vice President
Effective: January 30, 1996
Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Joe E. Ratliff Vice President, Taxation
Effective: July 27, 1998

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JPI Texas Development, Inc.

Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Mark Rogers

Vice President

Effective: July 02, 1998

Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Jeffrey Stein

Vice President & Area Managing Partner

Effective: August 17, 1998

Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Bradley L. Taylor

Vice President

Effective: July 02, 1998

Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

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Directors, Officers Report

JPI Texas Development, Inc.

January 18, 1999

DIRECTORS

J. Frank Miller III Director
Effective: July 31, 1992
Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

OFFICERS

J. Frank Miller III Chairman of the Board and Chief Executive Officer
Effective: July 31, 1992
Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Robert D. Page President and Chief Operating Officer
Effective: July 31, 1992
Primary Address: 1600 East Las Colinas Blvd., Suite 1800
Irving, Texas 75039 USA

Ronald D. Ingram Senior Executive Vice President, Chief Administrative Officer and Assistant Secretary
Effective: July 31, 1992
Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

Frank B. Schubert, Jr. Senior Executive Vice President, Chief Financial Officer, Secretary and Treasurer
Effective: July 31, 1992
Primary Address: 600 E. Las Colinas Blvd., Suite 1800
Irving, TX 75039

W. Pretlow Riddick Executive Vice President
Effective: April 20, 1995
Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

James E. Truitt Executive Vice President
Effective: April 20, 1995
Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

David C. Ward Executive Vice President
Effective: April 20, 1995
Primary Address: 600 East Las Colinas Boulevard, Suite 1800
Irving, TX 75039

James A. Butz Senior Vice President