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08-27-1999 90005 007 ***558.75

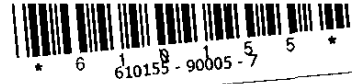


PROFIT CORPORATION
 ANNUAL REPORT
 1999

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

DOCUMENT # **J20460**

1. Corporation Name
AMERIFIRST REAL ESTATE GROUP, INC.



| | |
|---|---|
| Principal Place of Business | Mailing Address |
| 1910 Pacific Avenue Suite 1600 Dallas, TX 75201 | 1910 Pacific Avenue Suite 1600 Dallas, TX 75201 |

DO NOT WRITE IN THIS SPACE

3. Date incorporated or Qualified
6-23-86

| | | | |
|---------------------------------|-------------------------|--|--|
| 21. Principal Place of Business | 2a. Mailing Address | 4. FEI Number | Applied For |
| | | 59-2687439 | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> Not Applicable |
| 22. Suite, Apt. #, etc. | 27. Suite, Apt. #, etc. | 5. Certificate of Status Desired | \$8.75 Additional Fee Required |
| | | XX | |
| 23. City & State | 28. City & State | 6. Election Campaign Financing | \$5.00 May Be Added to Fees |
| | | <input type="checkbox"/> | |
| 24. Zip | 29. Zip | 8. This corporation owes the current year Intangible | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| | | Personal Property Tax. | |

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---------------------------------------|---|---|
| TITLE | D/P <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | Mel Yarbrough | 1.2 NAME | |
| STREET ADDRESS | 1910 Pacific Ave., Suite 1600 | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | Dallas, TX 75201 | 1.4 CITY-ST-ZIP | |
| TITLE | D/S/T <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | William J. Thomas, III | 2.2 NAME | |
| STREET ADDRESS | 1910 Pacific Ave., Suite 1600 | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | Dallas, TX 75201 | 2.4 CITY-ST-ZIP | |
| TITLE | D/V <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | Randy A. Just | 3.2 NAME | |
| STREET ADDRESS | 1910 Pacific Ave., Suite 1600 | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | Dallas, TX 75201 | 3.4 CITY-ST-ZIP | |
| TITLE | D/V <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | Daniel M. Bell | 4.2 NAME | |
| STREET ADDRESS | 1910 Pacific Ave., Suite 1600 | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | Dallas, TX 75201 | 4.4 CITY-ST-ZIP | |
| TITLE | V <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | Joseph R. Bush, Jr. | 5.2 NAME | |
| STREET ADDRESS | 1910 Pacific Ave., Suite 1600 | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | Dallas, TX 75201 | 5.4 CITY-ST-ZIP | |
| TITLE | V <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | Nancy Appleby | 6.2 NAME | |
| STREET ADDRESS | 1910 Pacific Ave., Suite 1600 | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | Dallas, TX 75201 | 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: **Mel Yarbrough**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

8-13-99 (972) 761-8044
Date Daytime Phone #

CD20024 (11/08)