

FILE NOW: Fee after May 1, will be \$588.75

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 203.75	Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company
DOCUMENT # M94000000066

DJONT OPERATIONS, L.L.C., L.C.
~~5215 NORTH O'CONNOR BLVD., SUITE 330~~
~~IRVING TX 75039~~

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

1a. Principal Place of Business Address
~~5215 NORTH O'CONNOR BLVD., SU~~
~~IRVING TX 75039~~

2. Principal Place of Business 545 E. John Carpenter Frwy	2a. Mailing Address 545 E. John Carpenter Frwy	3. Date Organized or Qualified 07/27/1994	3a. State of Formation DE
Suite, Apt. #, etc. Suite 1300	Suite, Apt. #, etc. Suite 1300	4. FET Number 75-2547551	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
City & State Irving, TX	City & State Irving, TX	5. Date of Last Report 04/02/1996	6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip 75062	Country Dallas	Zip 75062	Country Dallas

7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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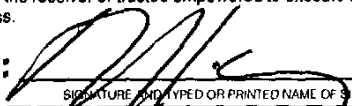
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when resigning)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	CORCORAN, THOMAS J JR.	5215 NORTH O'CONNOR BLVD., 545 E. John Carpenter Frwy #1300	IRVING TX Irving, TX 75062
MGR	FELDMAN, HERVEY A	5215 NORTH O'CONNOR BLVD., 545 E. John Carpenter Frwy #1300	IRVING TX Irving, TX 75062

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11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:  Thomas J. Corcoran, Jr. 2/6/97 972-444-4900

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #

AW 3-11