

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

FILED
Apr 27, 1999 8:00 am
Secretary of State

04-27-1999 90032 017 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P07148
 1. Corporation Name
RETAIL CONCEPTS, INC. OF TEXAS

Principal Place of Business 4004 WESTHOLLOW PARKWAY HOUSTON TX 77082	Mailing Address 4004 WESTHOLLOW PARKWAY HOUSTON TX 77082
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 4001 GREENBRIAR, SUITE 100 Suite, Apt. #, etc. 22	2a. Mailing Address 26 4001 GREENBRIAR Suite, Apt. #, etc. 27 SUITE 100 City & State 23 STAFFORD, TEXAS Zip Country 24 77477 25 USA	2a. Mailing Address 26 4001 GREENBRIAR Suite, Apt. #, etc. 27 SUITE 100 City & State 28 STAFFORD, TEXAS Zip Country 29 77477 30 USA
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3. Date Incorporated or Qualified 08/19/1985	4. FEI Number 74-2120086	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 owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 1200 S. 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 (NOT E-Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	GOLDWARE, BARRY I.	
STREET ADDRESS	11527 GREEN OAKS	
CITY-ST-ZIP	HOUSTON TX	
TITLE	S	<input type="checkbox"/> DELETE
NAME	GOLDWARE, LINDA P.	
STREET ADDRESS	11527 GREEN OAKS	
CITY-ST-ZIP	HOUSTON TX	
TITLE	S	<input type="checkbox"/> DELETE
NAME	STANLEY, B. F.	
STREET ADDRESS	4915 CHEENA	
CITY-ST-ZIP	HOUSTON TX	
TITLE	CFO	<input type="checkbox"/> DELETE
NAME	FOSTER, GARY	
STREET ADDRESS	13411 TAYLOR CREST	
CITY-ST-ZIP	HOUSTON TX	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 119.073(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 a letter like empowered.

SIGNATURE: Gary Foster Date: 4-22-99 Daytime Phone #: 281-340-5000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (1/98)