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Mar 25 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P32221 (4)
 1. Corporation Name
THE SOUTHLAND CORPORATION EMPLOYEES' SAVINGS AND PROFIT SHARING PLAN TITLE HOLDING CORPORATION



Principal Place of Business 2711 NORTH HASKELL AVE. DALLAS TX 75204-9906	Mailing Address 2711 NORTH HASKELL AVE. DALLAS TX 75204-2911
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3. Date Incorporated or Qualified 12/18/1990	3a. Date of Last Report 04/29/1996
4. FEI Number 75-2205411	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25.	30.

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
85. Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	CUMMINGS, ROBERT S.	
STREET ADDRESS	981 W 20TH ST.	
CITY - ST - ZIP	UPLAND CA	
TITLE	VPDT	<input type="checkbox"/> DELETE
NAME	BETZ, BILL B.	
STREET ADDRESS	2780 SAN PASQUAL ST.	
CITY - ST - ZIP	PASADENA CA	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	WERT, CHARLES E.	
STREET ADDRESS	510 ALTURA ROAD	
CITY - ST - ZIP	ARCADIA CA	
TITLE	A	<input type="checkbox"/> DELETE
NAME	FULLER, MARGARET A.	
STREET ADDRESS	618 BLANNING	
CITY - ST - ZIP	DALLAS TX	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	COLBERG, TERRY J.	
STREET ADDRESS	1961 W. 20TH ST.	
CITY - ST - ZIP	LOS ANGELES CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	AMEDOLA, DOMINICA	
STREET ADDRESS	942 LINDA VISTA AVE	
CITY - ST - ZIP	PASADENA CA 91103	

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 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 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Bill B. Betz Bill B. Betz Feb. 28, 1997 (213) 861-5070
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0076563

CR2E037 (9/96)