

FILE NOW: FILING FEE IS \$61.25

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**Apr 24 1998 8:00am
Secretary of State**

NONPROFIT CORPORATION ANNUAL REPORT 1998		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 75204-9900 2906	Mailing Address 2711 NORTH HASKELL AVE. DALLAS TX 75204-9900 2906
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3. Date Incorporated or Qualified 12/18/1990	
4. FEI Number 75-2205411	Applied For <input type="checkbox"/> Yes <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
7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input type="checkbox"/> No	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <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. Country	30. Country

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. City	
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 _____ 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	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CUMMINGS, ROBERT S.	1.2 NAME	
STREET ADDRESS	981 W 20TH ST.	1.3 STREET ADDRESS	
CITY-ST-ZIP	UPLAND CA	1.4 CITY-ST-ZIP	
TITLE	VPDT	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BETZ, BILL B.	2.2 NAME	
STREET ADDRESS	2780 SAN PASQUAL ST.	2.3 STREET ADDRESS	
CITY-ST-ZIP	PASADENA CA	2.4 CITY-ST-ZIP	
TITLE	VD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WERT, CHARLES E.	3.2 NAME	
STREET ADDRESS	510 ALTURA ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	ARCADIA CA	3.4 CITY-ST-ZIP	
TITLE	A	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FULLER, MARGARET A.	4.2 NAME	
STREET ADDRESS	618 BLANNING	4.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	4.4 CITY-ST-ZIP	
TITLE	AS	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COLBERG, TERRY J.	5.2 NAME	
STREET ADDRESS	1961 W. 20TH ST.	5.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA	5.4 CITY-ST-ZIP	
TITLE	S	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AMEDOLA, DOMINICA	6.2 NAME	
STREET ADDRESS	942 LINDA VISTA AVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	PASADENA CA 91103	6.4 CITY-ST-ZIP	

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

SIGNATURE: *Margaret A. Fuller* 4/10/98 214/828-5558

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