

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

FILED
Apr 15 1998 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # **P35187** (4)
1. Corporation Name
HEADINGTON PENN CORP.



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|--|--|
| Principal Place of Business 7557 RAMBLER RD. STE 1100 DALLAS TX 75231 US | Mailing Address 7557 RAMBLER RD. STE 1100 DALLAS TX 75231 US |
|--|--|

DO NOT WRITE IN THIS SPACE

| | | | | | |
|---|--|--|--|--|--|
| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country | | 2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country | | 3. Date Incorporated or Qualified 08/19/1991 | |
| 4. FEI Number 75-2362338 | | 5. Certificate of Status Desired <input type="checkbox"/> | | Applied For Not Applicable | |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | | 7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | 8. \$8.75 Additional Fee Required \$5.00 May Be Added to Fees | |

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|--|--|--|--|---|--|
| 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 85 Zip Code FL | |
|--|--|--|--|---|--|

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

| | | | | | | | |
|----------------------------|-----|-----------------|---------------------------|---|--|---------------------|----------------------|
| 12. OFFICERS AND DIRECTORS | | | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | | | |
| TITLE | DP | NAME | HEADINGTON, TIMOTHY C. | 1.1 TITLE | | 1.2 NAME | |
| STREET ADDRESS | | STREET ADDRESS | 7557 RAMBLER RD #1100 | 1.3 STREET ADDRESS | | 1.4 CITY - ST - ZIP | 75231 |
| CITY - ST - ZIP | | CITY - ST - ZIP | DALLAS TX | 2.1 TITLE | | 2.2 NAME | DVST |
| TITLE | DVT | NAME | DWIGHT S. JONES | 2.3 STREET ADDRESS | | 2.4 CITY - ST - ZIP | Michael E. Tregoning |
| STREET ADDRESS | | STREET ADDRESS | 7557 RAMBLER RD. 1100 | 3.1 TITLE | | 3.2 NAME | |
| CITY - ST - ZIP | | CITY - ST - ZIP | DALLAS TX 75231 | 3.3 STREET ADDRESS | | 3.4 CITY - ST - ZIP | |
| TITLE | DVV | NAME | PAT L. SMITH | 4.1 TITLE | | 4.2 NAME | |
| STREET ADDRESS | | STREET ADDRESS | 7557 RAMBLER RD. STE 1100 | 4.3 STREET ADDRESS | | 4.4 CITY - ST - ZIP | 75231 |
| CITY - ST - ZIP | | CITY - ST - ZIP | DALLAS TX 75231 | 5.1 TITLE | | 5.2 NAME | |
| TITLE | AS | NAME | DANFORD, MARY | 5.3 STREET ADDRESS | | 5.4 CITY - ST - ZIP | 75231 |
| STREET ADDRESS | | STREET ADDRESS | 7557 RAMBLER RD #1100 | 6.1 TITLE | | 6.2 NAME | |
| CITY - ST - ZIP | | CITY - ST - ZIP | DALLAS TX | 6.3 STREET ADDRESS | | 6.4 CITY - ST - ZIP | 75231 |
| TITLE | VP | NAME | PURNELL, BROOKS | | | | |
| STREET ADDRESS | | STREET ADDRESS | 7557 RAMBLER RD #1100 | | | | |
| CITY - ST - ZIP | | CITY - ST - ZIP | DALLAS TX | | | | |
| TITLE | AT | NAME | GUEST, LINDA | | | | |
| STREET ADDRESS | | STREET ADDRESS | 7557 RAMBLER RD #1100 | | | | |
| CITY - ST - ZIP | | CITY - ST - ZIP | DALLAS TX | | | | |

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.

SIGNATURE:

Linda Guest

LINDA GUEST

4-9-98

(210) 696-7781

CR2E034 (10/97)