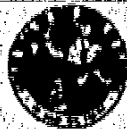


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

**CORPORATION
ANNUAL REPORT
1995**



FLORIDA DEPARTMENT OF STATE
Sandra H. Morrison
Secretary of State
DIVISION OF CORPORATIONS

**APPROVED
AND
FILED**

95 APR 26 AM 7:35

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

DOCUMENT # P94000086348 (7)

1. Corporation Name

MATANZAS WOODS MANAGEMENT CORP.

Principal Place of Business

**3030 LBJ FREEWAY
SUITE 350
DALLAS TX 75234**

Mailing Address

**3030 LBJ FREEWAY
SUITE 350
DALLAS TX 75234**

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified

11/21/1994

3a. Date of Last Report

2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

28 City & State

29 Zip

30 Country

4. FEI Number

75-2569192

Applied For

Not Applicable

5. Certificate of Status Desired

**\$8.75 Additional
Fee Required**

6. Election Campaign Financing

**\$5.00 May Be
Added to Fees**

8. This corporation has liability for intangibles tax under §. 189.032,
Florida Statutes Yes No

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
1200 S PINE ISLAND RD
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

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

(NOTE: Registered Agent signature required when re-stamping)

DATE

12. OFFICERS AND DIRECTORS

TITLE	D
NAME	HINCKLEY, JAMES M
STREET ADDRESS	3030 LBJ FREEWAY 7TH FLOOR
CITY - ST - ZIP	DALLAS TX 75234
TITLE	D
NAME	LUPTON, JACK T JR
STREET ADDRESS	3030 LBJ FREEWAY 5TH FLOOR
CITY - ST - ZIP	DALLAS TX 75234
TITLE	D
NAME	ARTZ, BERYL E
STREET ADDRESS	3030 LBJ FREEWAY 5TH FLOOR
CITY - ST - ZIP	DALLAS TX 75234
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	
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 do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(b), 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 007, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: **B. H. Zambie**
ASST. Treasurer

3-27-95 (211) 888-7411