

FILE NOW: FILING FEE AFTER MAY 1 IS \$550

FILED  
May 13 1997 8:00am  
Secretary of State

| PROFIT CORPORATION<br>ANNUAL REPORT<br>1997                                                                                                                                                                                                                                                                                                                                                                                                                     |                                   | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Morton<br>Secretary of State<br>DIVISION OF CORPORATIONS                                                                     |          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| <b>DOCUMENT # S67727 (5)</b><br>1. Corporation Name<br><b>MATTHEWS FLORIDA PROPERTIES, INC.</b>                                                                                                                                                                                                                                                                                                                                                                 |                                   |                                                                                                                                                                       |          |
| Principal Place of Business<br><b>5220 SPRING VALLEY ROAD<br/>SUITE 500<br/>DALLAS TX 75240</b>                                                                                                                                                                                                                                                                                                                                                                 |                                   | Mailing Address<br><b>5220 SPRING VALLEY ROAD<br/>SUITE 500<br/>DALLAS TX 75240-2414</b>                                                                              |          |
| 2. Principal Place of Business<br>21 <b>1660 S. Stemmons</b><br>Suite, Apt. #, etc.<br>22 <b>Suite 280</b><br>City & State<br>23 <b>Lewisville TX</b><br>Zip<br>24 <b>75067</b>                                                                                                                                                                                                                                                                                 |                                   | 2a. Mailing Address<br>26 <b>1660 S. Stemmons</b><br>Suite, Apt. #, etc.<br>27 <b>Suite #280</b><br>City & State<br>28 <b>Lewisville TX</b><br>Zip<br>29 <b>75067</b> |          |
| 9. Name and Address of Current Registered Agent<br><b>CT CORPORATION SYSTEM<br/>1200 S. PINE ISLAND ROAD<br/>PLANTATION FL 33324</b>                                                                                                                                                                                                                                                                                                                            |                                   | 10. Name and Address of New Registered Agent                                                                                                                          |          |
| 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<br>Signature: typed or printed name of registered agent and date if applicable (NOTE: Registered Agent signature required when re-stating)                                                                                                                                                                                                                                                                                                            |                                   |                                                                                                                                                                       |          |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                   | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                 |          |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | S                                 | 1.1 TITLE                                                                                                                                                             | Change   |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | HUNT, MICHELLE                    | 1.2 NAME                                                                                                                                                              | Addition |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 5220 SPRING VALLEY, #500          | 1.3 STREET ADDRESS                                                                                                                                                    |          |
| CITY- ST- ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                   | DALLAS TX                         | 1.4 CITY- ST- ZIP                                                                                                                                                     |          |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | PD                                | 2.1 TITLE                                                                                                                                                             | Change   |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | MATTHEWS, JOHN H.                 | 2.2 NAME                                                                                                                                                              | Addition |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 5220 SPRING VALLEY RD., SUITE 500 | 2.3 STREET ADDRESS                                                                                                                                                    |          |
| CITY- ST- ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                   | DALLAS TX                         | 2.4 CITY- ST- ZIP                                                                                                                                                     |          |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | D                                 | 3.1 TITLE                                                                                                                                                             | Change   |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | WOHLFARTH, HANS H.                | 3.2 NAME                                                                                                                                                              | Addition |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 5220 SPRING VALLEY RD., SUITE 500 | 3.3 STREET ADDRESS                                                                                                                                                    |          |
| CITY- ST- ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                   | DALLAS TX                         | 3.4 CITY- ST- ZIP                                                                                                                                                     |          |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                   | 4.1 TITLE                                                                                                                                                             | Change   |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                   | 4.2 NAME                                                                                                                                                              | Addition |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                   | 4.3 STREET ADDRESS                                                                                                                                                    |          |
| CITY- ST- ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                   | 4.4 CITY- ST- ZIP                                                                                                                                                     |          |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                   | 5.1 TITLE                                                                                                                                                             | Change   |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                   | 5.2 NAME                                                                                                                                                              | Addition |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                   | 5.3 STREET ADDRESS                                                                                                                                                    |          |
| CITY- ST- ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                   | 5.4 CITY- ST- ZIP                                                                                                                                                     |          |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                   | 6.1 TITLE                                                                                                                                                             | Change   |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                   | 6.2 NAME                                                                                                                                                              | Addition |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                   | 6.3 STREET ADDRESS                                                                                                                                                    |          |
| CITY- ST- ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                   | 6.4 CITY- ST- ZIP                                                                                                                                                     |          |



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|----------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 3. Date Incorporated or Qualified<br><b>07/22/1991</b>                                                                                                         | 3a. Date of Last Report<br><b>04/12/1996</b> |
| 4. FEI Number<br><b>75-2419429</b>                                                                                                                             | Applied For<br>Not Applicable                |
| 5. Certificate of Status Desired<br><input type="checkbox"/>                                                                                                   | <b>\$8.75</b> Additional Fee Required        |
| 6. Election Campaign Financing<br>Trust Fund Contribution<br><input type="checkbox"/>                                                                          | <b>\$5.00</b> May Be Added to Fees           |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                              |
| 10. Name and Address of New Registered Agent                                                                                                                   |                                              |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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: *Michael Hunt* *1660 S. Stemmons #280 Lewisville TX 75067*

CR2E034 (9/96)