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Apr 27, 1999 8:00 am
Secretary of State

04-27-1999 90017 020 ***150.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 167534

1. Corporation Name

FIRST FAMILY FINANCIAL SERVICES, INC.

Principal Place of Business

**250 CARPENTER FREEWAY
IRVING TX 75062
US**

Mailing Address

**P.O. BOX 660237
CORP TAX DEPT
DALLAS TX 75266-0237
US**

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24 Zip Country

29 Zip Country

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

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 reinstating)

DATE

12.

OFFICERS AND DIRECTORS

TITLE

**PD
CHALMERS, ALAN**

**STREET ADDRESS
4362 PEACHTREE RD NE
CITY-STATE-ZIP
ATLANTA GA**

TITLE

**VPT
HUGHES, JOHN**

**STREET ADDRESS
250 CARPENTER FREEWAY
CITY-STATE-ZIP
IRVING TX**

TITLE

**S
HAYES, TIMOTHY**

**STREET ADDRESS
250 CARPENTER FREEWAY
CITY-STATE-ZIP
IRVING TX**

TITLE

**AVAS
GREENE, PATRICK J**

**STREET ADDRESS
250 CARPENTER FREEWAY
CITY-STATE-ZIP
IRVING TX**

TITLE

**D
JAMES S. JOHNSON**

**STREET ADDRESS
250 CARPENTER FREEWAY
CITY-STATE-ZIP
IRVING TX**

TITLE

**D
LONGENECKER, CHESTER D**

**STREET ADDRESS
250 CARPENTER FREEWAY
CITY-STATE-ZIP
IRVING TX**

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-STATE-ZIP

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-STATE-ZIP

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-STATE-ZIP

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-STATE-ZIP

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-STATE-ZIP

6.1 TITLE

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-STATE-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 689, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

PATRICK J. GREENE
ASST VICE PRESIDENT
& ASST SECRETARY

4/19/99

CR2E034 (1/98)