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FILED

**Feb 27 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 411460 (9)

**1. Corporation Name
ORANGE PARK (FLA.) FOOTACTION, INC.**



Principal Place of Business
1910 WELLS RD
STE D-18
ORANGE PARK FL 32073
US

Mailing Address
ATTN: TAX DEPARTMENT
7880 BENT BRANCH DRIVE, STE 100
IRVING TX 75063-6046
US

3. Date Incorporated or Qualified
10/26/1972

3a. Date of Last Report
02/21/1996

4. FEI Number
04-2508086

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

22 City & State

23 City & State

24 Zip **25** Country

26 Suite, Apt. #, etc.

27 City & State

28 City & State

29 Zip **30** Country

9. Name and Address of Current Registered Agent

UNITED STATES CORPORATION COMPANY
1201 HAYES STREET
SUITE 105
TALLAHASSEE FL 32301

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	PARKS, RALPH T.	
STREET ADDRESS	3940 PIPESTONE ROAD	
CITY-STATE-ZIP	DALLAS, TX	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	ALBERT, CHARLES M.	
STREET ADDRESS	3940 PIPESTONE ROAD	
CITY-STATE-ZIP	DALLAS, TX	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MAYER, MARK W	
STREET ADDRESS	3940 PIPESTONE RD	
CITY-STATE-ZIP	DALLAS, TX	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	MAYER, MARK T	
STREET ADDRESS	3940 PIPESTONE RD	
CITY-STATE-ZIP	DALLAS, TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PARKS, RALPH T	
STREET ADDRESS	3940 PIPESTONE RD	
CITY-STATE-ZIP	DALLAS, TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BRENNAN, MICHAEL R.	
STREET ADDRESS	ONE THEALL ROAD	
CITY-STATE-ZIP	RYE, NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	7880 BENT BRANCH DR #100
1.4 CITY-STATE-ZIP	IRVING, TX 75063
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	7880 BENT BRANCH DR #100
2.4 CITY-STATE-ZIP	IRVING, TX 75063
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	7880 BENT BRANCH DR #100
3.4 CITY-STATE-ZIP	IRVING, TX 75063
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-STATE-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	7880 BENT BRANCH DR #100
5.4 CITY-STATE-ZIP	IRVING, TX 75063
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	CHARLES M. ALBERT
6.3 STREET ADDRESS	7880 BENT BRANCH DR #100
6.4 CITY-STATE-ZIP	IRVING, TX 75063

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 199.07(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 607, Florida Statutes; and that my name appears on Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* **MARK W. MAYER** **2-13-97** **972-531-5900**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

CR2E034 (9/96)