

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

FILED  
Mar 20 1998 8:00am  
Secretary of State

|                                                         |                                                                                   |                                                                                                           |
|---------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT •<br>CORPORATION<br>ANNUAL REPORT<br><b>1998</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|---------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

DOCUMENT # **450563** (2) 714  
1. Corporation Name **THE TRAILS, INC.**  
JAN 20 1998 1207

Principal Place of Business  
**FDIC-1201 W PEACHTREE ST  
SUITE 1800  
ATLANTA GA 30309  
US**

Mailing Address  
**FDIC-1201 W PEACHTREE ST  
SUITE 1800  
ATLANTA GA 30309  
US**



DO NOT WRITE IN THIS SPACE

|                                |                     |                     |                     |                                                                                                                                                                 |  |
|--------------------------------|---------------------|---------------------|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 2. Principal Place of Business |                     | 2a. Mailing Address |                     | 3. Date Incorporated or Qualified<br><b>10/19/1974</b>                                                                                                          |  |
| 21                             | Suite, Apt. #, etc. | 26                  | Suite, Apt. #, etc. | 4. FEI Number<br><b>59-1544913</b>                                                                                                                              |  |
| 22                             | City & State        | 27                  | City & State        | 5. Certificate of Status Desired <input checked="" type="checkbox"/> <b>\$8.75 Additional Fee Required</b>                                                      |  |
| 23                             | Zip                 | 28                  | Zip                 | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>                                           |  |
| 24                             | Country             | 29                  | Country             | 8. This corporation owes or has paid the current year Intangible<br>Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No |  |

|                                                                                                                                      |  |  |  |                                                       |  |
|--------------------------------------------------------------------------------------------------------------------------------------|--|--|--|-------------------------------------------------------|--|
| 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          |  |
| 81 Name                                                                                                                              |  |  |  | 82 Street Address (P.O. Box Number is Not Acceptable) |  |
| 83                                                                                                                                   |  |  |  | 84 City                                               |  |
|                                                                                                                                      |  |  |  | 85 Zip Code<br><b>FL</b>                              |  |

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 |                                                        | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                                         |
|----------------------------|--------------------------------------------------------|-------------------------------------------------------|-----------------------------------------------------------------------------------------|
| TITLE                      | <b>DP</b> <input checked="" type="checkbox"/> DELETE   | 1.1 TITLE                                             | <b>DP</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition  |
| NAME                       | <b>RAY, PATRICIA</b>                                   | 1.2 NAME                                              | <b>JAMES HAMMETT</b>                                                                    |
| STREET ADDRESS             | <b>FDIC-1201 W PEACHTREE ST SUITE 1800</b>             | 1.3 STREET ADDRESS                                    | <b>1910 PACIFIC AVENUE, 16th FLOOR</b>                                                  |
| CITY-ST-ZIP                | <b>ATLANTA GA</b>                                      | 1.4 CITY-ST-ZIP                                       | <b>DALLAS, TX 75201</b>                                                                 |
| TITLE                      | <b>DVAS</b> <input checked="" type="checkbox"/> DELETE | 2.1 TITLE                                             | <b>D</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition   |
| NAME                       | <b>FARRELL, CHARLES P JR</b>                           | 2.2 NAME                                              | <b>DANIEL M. BELL</b>                                                                   |
| STREET ADDRESS             | <b>FDIC-1201 W PEACHTREE ST SUITRE 1800</b>            | 2.3 STREET ADDRESS                                    | <b>1910 PACIFIC AVENUE, 16th FLOOR</b>                                                  |
| CITY-ST-ZIP                | <b>ATLANTA GA</b>                                      | 2.4 CITY-ST-ZIP                                       | <b>DALLAS, TX 75201</b>                                                                 |
| TITLE                      | <b>DST</b> <input checked="" type="checkbox"/> DELETE  | 3.1 TITLE                                             | <b>DVP</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       | <b>LOCKWOOD, LAWRENCE W</b>                            | 3.2 NAME                                              | <b>JOHN SCHUG</b>                                                                       |
| STREET ADDRESS             | <b>FDIC-1201 W PEACHTREE ST SUITE 1800</b>             | 3.3 STREET ADDRESS                                    | <b>1910 PACIFIC AVENUE, 16th FLOOR</b>                                                  |
| CITY-ST-ZIP                | <b>ATLANTA GA</b>                                      | 3.4 CITY-ST-ZIP                                       | <b>DALLAS, TX 75201</b>                                                                 |
| TITLE                      | <input type="checkbox"/> DELETE                        | 4.1 TITLE                                             | <b>VP</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition  |
| NAME                       |                                                        | 4.2 NAME                                              | <b>SHARON KELLEY</b>                                                                    |
| STREET ADDRESS             |                                                        | 4.3 STREET ADDRESS                                    | <b>1910 PACIFIC AVENUE, 16th FLOOR</b>                                                  |
| CITY-ST-ZIP                |                                                        | 4.4 CITY-ST-ZIP                                       | <b>DALLAS, TX 75201</b>                                                                 |
| TITLE                      | <input type="checkbox"/> DELETE                        | 5.1 TITLE                                             | <b>VP</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition  |
| NAME                       |                                                        | 5.2 NAME                                              | <b>NANCY APPLEBY</b>                                                                    |
| STREET ADDRESS             |                                                        | 5.3 STREET ADDRESS                                    | <b>1910 PACIFIC AVENUE, 16th FLOOR</b>                                                  |
| CITY-ST-ZIP                |                                                        | 5.4 CITY-ST-ZIP                                       | <b>DALLAS, TX 75201</b>                                                                 |
| TITLE                      | <input type="checkbox"/> DELETE                        | 6.1 TITLE                                             | <b>VP</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition  |
| NAME                       |                                                        | 6.2 NAME                                              | <b>JAMES VORDTRIEDE</b>                                                                 |
| STREET ADDRESS             |                                                        | 6.3 STREET ADDRESS                                    | <b>1910 PACIFIC AVENUE, 16th FLOOR</b>                                                  |
| CITY-ST-ZIP                |                                                        | 6.4 CITY-ST-ZIP                                       | <b>DALLAS, TX 75201</b>                                                                 |

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(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 in person by the 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 the name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (10/97)

**OFFICERS AND DIRECTORS (ADDITIONS)**

**CORPORATION NAME:** THE TRAILS, INC.

|                        |                                             |
|------------------------|---------------------------------------------|
| <b>TITLE:</b>          | ST                                          |
| <b>NAME:</b>           | JOHN H. FISHER                              |
| <b>STREET ADDRESS:</b> | 1910 PACIFIC AVENUE, 16 <sup>TH</sup> FLOOR |
| <b>CITY, ST, ZIP:</b>  | DALLAS, TX 75201                            |