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Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # 515243

1. Corporation Name
PRG FLORIDA III, INC.



Principal Place of Business

5430 LBJ FREEWAY
 SUITE 1540
 DALLAS TX 75240

Mailing Address

5430 LBJ FREEWAY
 SUITE 1540
 DALLAS TX 75240

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 14800 Landmark
 Suite, Apt. #, etc.

22 Suite 500
 City & State

23 Dallas TX
 Zip

24 75240

25 USA

2a. Mailing Address

26 14800 Landmark
 Suite, Apt. #, etc.

27 Suite 500
 City & State

28 Dallas, TX
 Zip

29 75240

30 USA

3. Date Incorporated or Qualified

09/28/1976

4. FEI Number

59-1690544

Applied For
 Not Applicable

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 owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

NRAI SERVICES, INC.
 526 E. PARK AVE.
 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

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	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
	PSTD D'AMICO, RICHARD J	5430 LBJ FREEWAY, #1540	DALLAS TX	<input checked="" type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	CHANGE	ADDITION
1.1	President			<input checked="" type="checkbox"/>	<input type="checkbox"/>
1.2	Michael Yeary	14800 Landmark, Suite 500	Dallas, Texas 75240		
2.1	Vice President			<input type="checkbox"/>	<input checked="" type="checkbox"/>
2.2	Jonathan Bond	14800 Landmark, Suite 500	Dallas, Texas 75240		
3.1	Secretary			<input type="checkbox"/>	<input checked="" type="checkbox"/>
3.2	Karen Nicolaou	5005 Riverway Dr., Suite 400	Houston, Texas 77056		
4.1	Asst. Secretary			<input type="checkbox"/>	<input checked="" type="checkbox"/>
4.2	Lane Edenburn	14800 Landmark, Suite 500	Dallas, Texas 75240		
5.1				<input type="checkbox"/>	<input type="checkbox"/>
6.1				<input type="checkbox"/>	<input type="checkbox"/>

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 607, 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 REQUIRED

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (1/98)