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**CORPORATION
ANNUAL REPORT
1995**



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

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

95 APR 11 PM 9:30

DOCUMENT # 852823 (4)
1. Corporation Name
SOUTHMARK CORPORATION

DO NOT WRITE IN THIS SPACE.

Principal Place of Business 2711 LBJ FREEWAY STE 900 DALLAS TX 75234	Mailing Address 2711 LBJ FREEWAY STE 900 DALLAS TX 75234
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3. Date Incorporated or Qualified 05/07/1982	3a. Date of Last Report 04/27/1994
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2. Principal Place of Business 21 2711 LBJ Freeway Suite, Apt. #, etc. 22 Suite 950 City & State 23 Dallas, TX Zip 24 75234	2a. Mailing Address 26 2711 LBJ Freeway Suite, Apt. #, etc. 27 Suite 950 City & State 28 Dallas, TX Zip 29 75234	Country 25 USA	Country 30 USA	4. FEI Number 58-1456944 Applied For Not Applicable	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	8. This corporation has liability for intangible tax under S. 189.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301	10. Name and Address of New Registered Agent B1 Name B2 Street Address (P.O. Box Number is Not Acceptable) B3 B4 City B5 Zip Code FL
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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 _____ DATE _____
Signature typed or printed name of registered agent and title if applicable. NOTE: Registered Agent signature required when re-registering.

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PD ADAMS, GLEN 2711 LBJ FREEWAY 900 DALLAS TX	1. TITLE 2. NAME 3. STREET ADDRESS 4. CITY - ST - ZIP	PD Adams, Glen 2711 LBJ Freeway, Suite 950 Dallas, TX 75234 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	AS KAISER, SHAWNA L 2711 LBJ FREEWAY 900 DALLAS TX	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	AS Kaiser, Shawna L. 2711 LBJ Freeway, Suite 950 Dallas, TX 75234 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	EV BREWER, CHARLES B. 2711 LBJ FREEWAY 900 DALLAS TX	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	EV, S Brewer, Charles B. 2711 LBJ Freeway, Suite 950 Dallas, TX 75234 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	T ROSSI, LAURA L 2711 LBJ FREEWAY SUITE 900 DALLAS TX	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	AT Rossi, Laura L. 2711 LBJ Freeway, Suite 950 Dallas, TX 75234 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	D Knoblock, Richard G. 2711 LBJ Freeway, Suite 950 Dallas, TX 75234 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	D Lowe, John B., Jr. 2711 LBJ Freeway, Suite 950 Dallas, TX 75234 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(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 in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Shawna L. Kaiser Shawna L. Kaiser, Asst. Secretary 4/4/95 (214) 241-8787
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR