

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Aug 26 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F92000000517 (4)

1. Corporation Name
BLACK-EYED PEA U.S.A., INC.



Principal Place of Business 8115 PRESTON ROAD LOCK BOX 7 DALLAS TX 75225	Mailing Address 8115 PRESTON ROAD LOCK BOX 7 DALLAS TX 75225
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 2212 Arlington Downs Suite, Apt. #, etc. 22 Suite 204 City & State 23 Arlington, TX Zip 24 76011-6344 Country 25 USA		2a. Mailing Address 26 2212 Arlington Downs Suite, Apt. #, etc. 27 Suite 204 City & State 28 Arlington, TX Zip 29 76011-6344 Country 30 USA		3. Date Incorporated or Qualified 12/04/1992 3a. Date of Last Report 01/30/1996 4. FEI Number 75-1468388 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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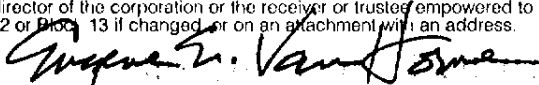
9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code FL	
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11. 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD PAPIT, THEODORE J 5209 CORINTHIAN BAY PLANO TX <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	P/D Van Horne, Eugene E. 3632 Asbury Ave. Dallas, TX 75205 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V FISHERKELLER, PAUL F 4336 HIGHLANDER DALLAS TX <input checked="" type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	V/S/T/D Bier, Paul A. 1702 Vineyard Rd. Grand Prairie, TX 75053 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VSD DAVIS, JACK H 3945 PURDUE DALLAS TX <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	D Howard, William J. 8637 E. Cheryl Dr. Scottsdale, AZ 85253 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TS MARTIN, DON W JR 7007 BREMERTON DR DALLAS TX <input checked="" type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPT MARTIN, DON W. J 7007 BREMERTON DR DALLAS TX <input checked="" type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition PE 8-26
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 700002279357 -08/28/97--01025--005 ***550.00

14. I do 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.

SIGNATURE:  Eugene E. Van Horne (817) 633-6992

CR2E034 (4/97)