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Jun 09 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 # F93000001072 (8) 1. Corporation Name Carmil Capital Corporation
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Principal Place of Business 600 E.Las Colinas Blvd. Suite 1800 Irving, TX 75039	Mailing Address 600 E.Las Colinas Blvd. Suite 1800 Irving, TX 75039
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21 2. Principal Place of Business Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	26 2a. Mailing Address Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 02/25/1993	3a. Date of Last Report 05/01/1996
4. FEI Number 75-2290047	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent Corporation Information Service, Inc. 1201 Hayes Street Tallahassee, FL 32301
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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
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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	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Director, President <input type="checkbox"/> DELETE Miller, J F III 600 E.Las Colinas Blvd. Ste.1800 Irving, TX 75039
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVP <input type="checkbox"/> DELETE Page, Robert 600 E.Las Colinas Blvd. Ste.1800 Irving, TX 75039
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVP, Secy, Treas <input type="checkbox"/> DELETE Schubert, Frank B. JR 600 E.Las Colinas Blvd. Ste.1800 Irving, TX 75039
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SVP <input type="checkbox"/> DELETE Harris, Christopher C 4320 Edmondson Ave. Dallas, TX
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 100002211101 -06/13/97-01011-014 ***173.75
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition CS 6/19/97

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:  5/28/97 972-556-3821
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)