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FILED
May 15 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # F93000004440 (4)

1. Corporation Name
HNGP, INC.



Principal Place of Business
**121 SOUTH MARTIN LUTHER KING BLVD.
 LAS VEGAS NV 89106**

Mailing Address
**3000 ONE AMERICAN CTR
 AUSTIN TX 78701
 US**

3. Date Incorporated or Qualified 10/01/1993	3a. Date of Last Report 05/01/1996
4. FEI Number 88-0305825	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. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Zip
25		30	Country

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

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 Statute.

SIGNATURE _____ DATE _____
Signature: typed or printed name of registered agent and title if applicable. (NOTE - Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	GREENSPUN, BARBARA J	
STREET ADDRESS	121 SOUTH MARTIN LUTHER KING BLVD.	
CITY-ST-ZIP	LAS VEGAS NV 89106	
TITLE	VSTD	<input type="checkbox"/> DELETE
NAME	GREENSPUN, BRIAN L	
STREET ADDRESS	121 SOUTH MARTIN LUTHER KING BLVD.	
CITY-ST-ZIP	LAS VEGAS NV	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	LINDAUER, JERRY D	
STREET ADDRESS	121 SOUTH MARTIN LUTHER KING BLVD.	
CITY-ST-ZIP	LAS VEGAS NV 89106	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	MARCHBANKS, GREGORY S	
STREET ADDRESS	121 SOUTH MARTIN LUTHER KING BLVD.	
CITY-ST-ZIP	LAS VEGAS NV 89106	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HODGE, JERRY	
STREET ADDRESS	121 SOUTH MARTIN LUTHER KING BLVD.	
CITY-ST-ZIP	LAS VEGAS NV	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	MILLER, KAREN	
STREET ADDRESS	121 SOUTH MARTIN LUTHER KING BLVD.	
CITY-ST-ZIP	LAS VEGAS NV 89106	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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: *Karen Miller* Karen Miller 4-29-97 512-476-7888

CR2E034 (9/96)