SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999. AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

PROFIT CORPORATION ANNUAL REPORT

1999

DOCUMENT #



F93000005743

FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State
DIVISION OF CORPORATIONS

FILED Aug 23, 1999 8:00 am Secretary of State

08-23-1999 90005 035 ***550.00

PRESTON CHARLES ACQUISITION, INC.				
Principal Place of Business Mailing Address			1 144-1144 1118 18188 1111 8871 8811 9811 8811	(B) Eritt inett atgas sett tadt
SUITE 1800 600 E. LAS COLINAS BLVD. IRVING TX 75039 SUITE 1800 600 E. LAS COLINAS BLVD. IRVING TX 75039			DO NOT WRITE IN THIS SPACE	
			 Date Incorporated or Qualified 12/20/1993 	
2. Principal Place of Business	2a. Mailing Address		4. FEI Number	Applied For
21	26		75-2379379	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.		5. Certificate of Status Desired	\$8.75 Additional Fee Required
City & State	City & State		6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
Zip Country 24 25	Zip Co 29 30	untry	8. This corporation owes the current year Intangible Personal Property.	Yes No
Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent				
CORPORATION INFORMATION SERVICES, INC. 1201 HAYS STREET TALLAHASSEE FL 32301		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.				

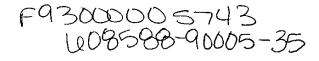
SIGNATURE (NOTE: Registered Agent signature required when reinstating) Signature, typed or printed name of registered agent and title if applicable. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 OFFICERS AND DIRECTORS 13. 12. Change Addition **PVC** 1.1 TITLE TITLE DELETE MILLER, J F III 1.2 NAME NAME 600 E. COLINAS BLVD., SUITE 1800 1.3 STREET ADDRESS STREET ADDRESS IRVING TX 75039 CITY-ST-ZIP 1.4 CITY-ST-ZIP 2.1 TITLE Change Addition vst DELETE TITLE SCHUBERT, FRANK B JR 2.2 NAME NAME 600 E. COLINAS BLVD., SUITE 1800 2.3 STREET ADDRESS STREET ADDRESS **IRVING TX 75039** 2.4 CITY-ST-ZIP CITY-ST-ZIP Change DELETE 3.1 TITLE TITLE 1 . . 1 L. 140 L. 1 HARRIS, C. CHRISTOPHER 3.2 NAME Harris, C. Christopher NAME 4320 EDMONDSON AVENUE 3.3 STREET ADDRESS STREET ADDRESS 600 E. Las Colinas Blvd, Ste 1800 DALLAS TX 3.4 CITY-ST-ZIP CITY-ST-ZIP Irving, TX 75039 Change 4.1 TITLE Addition __ DELETE TITLE Please see attachment 4.2 NAME NAME for additional Officers 4.3 STREET ADDRESS STREET ADDRESS 4.4 CITY-ST-ZIP CITY-ST-ZIP 5.1 TITLE Change Addition ___ DELETE TITLE 5.2 NAME NAME 5.3 STREET ADDRESS STREET ADORESS 5.4 CITY-ST-ZIP CITY-ST-ZIP 6.1 TITLE Change Addition TITLE DELETE 6.2 NAME NAME graph and the State of the State of the 6.3 STREET ADDRESS STREET ADDRESS 6.4 CITY-ST-ZIP CITY-ST-ZIP

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 or an attachment with an address.

SIGNATURE:

EKONSTOURE RE Joe Ratliff Vice President/Taxatio

8/11/99 (972)556**-**3821



Directors, Officers Report

Preston Charles Acquisition, Inc.

August 11, 1999

DIRECTORS

Comment: BOARD OF DIRECTOR'S MEETING: At will

J. Frank Miller III

Scot M. McLaughlin

Director

OFFICERS

J. Frank Miller III Chairman of the Board and Chief Executive Officer

Robert D. Page - President and Chief Operating Officer

Ronald D. Ingram Senior Executive Vice President, Chief Administrative Officer and Assistant

Secretary

Frank B. Schubert, Jr. Senior Executive Vice President, Chief Financial Officer, Secretary and

Treasurer

C. Christopher Harris Executive Vice President and Assistant Secretary

Vice President and Assistant Secretary

Joe E. Ratliff Vice President, Taxation