


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90242 017 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000001360

1. Corporation Name
QUALITY ASSET MANAGEMENT, INC.

Principal Place of Business 811 E 10TH STREET SIOUX FALLS SD 57103 US	Mailing Address 2500 LAKE COOK ROAD ATTN: TAX DEPT. 1 N RIVERWOODS FL 80015 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

03/17/1994

2. Principal Place of Business 21	2a. Mailing Address 26	4. FEI Number 46-0428414	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
City & State 23	City & State 28	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
Zip 24	Country 25	7. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
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	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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input checked="" type="checkbox"/> DELETE	1. TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KEENON, CHARLES	2. NAME	Robinson Richard L.
STREET ADDRESS	2500 LAKE COOK RD.	3. STREET ADDRESS	250 Carpenter Freeway
CITY-ST-ZIP	RIVERWOODS IL 60015	4. CITY-ST-ZIP	Irving, TX
TITLE	<input checked="" type="checkbox"/> DELETE	5. TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAVIS, SR. JT	6. NAME	Berman, Don A.
STREET ADDRESS	811 E 10TH STREET	7. STREET ADDRESS	250 Carpenter Freeway
CITY-ST-ZIP	SIOUX FALLS SD	8. CITY-ST-ZIP	Irving, TX
TITLE	<input checked="" type="checkbox"/> DELETE	9. TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KUNATH, ROBERT A.	10. NAME	Mitchell, Michael J.
STREET ADDRESS	2500 LAKE COOK ROAD	11. STREET ADDRESS	250 Carpenter Freeway
CITY-ST-ZIP	RIVERWOODS IL	12. CITY-ST-ZIP	Irving, TX
TITLE	<input checked="" type="checkbox"/> DELETE	13. TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MURPHY, LAURENCE	14. NAME	Hunter John F.
STREET ADDRESS	2 WORLD TRADE CENTER	15. STREET ADDRESS	250 Carpenter Freeway
CITY-ST-ZIP	NEW YORK NY	16. CITY-ST-ZIP	Irving, TX
TITLE	<input type="checkbox"/> DELETE	17. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TANYKO, STEVEN J.	18. NAME	
STREET ADDRESS	2500 LAKE COOK ROAD	19. STREET ADDRESS	
CITY-ST-ZIP	RIVERWOODS IL	20. CITY-ST-ZIP	
TITLE	<input checked="" type="checkbox"/> DELETE	21. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ADLER, DONALD N	22. NAME	Asst. Sec. / Asst. VP
STREET ADDRESS	2500 LAKE COOK ROAD	23. STREET ADDRESS	Greene, Patrick J.
CITY-ST-ZIP	RIVERWOODS IL	24. CITY-ST-ZIP	250 Carpenter Freeway
		25. CITY-ST-ZIP	Irving, TX

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 689, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

DATE

Daytime Phone #

CR2E034 (11/98)

537 899-90242-17

#F94000001360

QUALITY ASSET MANAGEMENT, INC.
Delaware

FEI: 46-0428414

Primary Address:
250 Carpenter Freeway
Irving, TX 75062

DIRECTORS

Don A. Berman	250 Carpenter Frwy. Irving, TX 75062
John F. Hunter	250 Carpenter Frwy. Irving, TX 75062
Richard L. Robinson	250 Carpenter Frwy. Irving, TX 75062

OFFICERS

Richard L. Robinson President	250 Carpenter Frwy. Irving, TX 75062
Michael J. Mitchell Secretary	250 Carpenter Frwy. Irving, TX 75062
Patrick J. Greene) Asst. VP & Asst. Sec	250 Carpenter Frwy. Irving, TX 75062
J. Craig Schweitzer Vice President, Assistant General Counsel & Assistant Secretary	250 Carpenter Frwy. Irving, TX 75062