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FILED
May 12 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 # F94000003514 (6)
 1. Corporation Name
PARAGON GROUP GP HOLDINGS, INC.



Principal Place of Business 7557 RAMBLER ROAD, STE. 1200 DALLAS TX 75201	Mailing Address 7557 RAMBLER ROAD, STE. 1200 DALLAS TX 75231-4167
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/05/1994	3a. Date of Last Report 05/01/1996
21. Suite, Apt #, etc.	22. City & State	26. Suite, Apt #, etc.	27. City & State	4. FEI Number 75-2540958	Applied For Not Applicable
23. Zip	24. Country	28. Zip	29. Country	5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
24. Zip	25. Country	29. Zip	30. Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
9. Name and Address of Current Registered Agent				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT 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	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) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP COOPER, WILLIAM R 7557 RAMBLER ROAD, STE. 1200 DALLAS TX 75201	1.1 TITLE	
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	ST BONNER, JERRY J 7557 RAMBLER ROAD, STE. 1200 DALLAS TX 75201	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	V LOWENBERG, J.C. III 7557 RAMBLER ROAD, STE. 1200 DALLAS TX 75201	3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	P GIDEL, ROBERT H 7557 RAMBLER ROAD, STE. 1200 DALLAS TX 75201	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	V ALLEN, JEFFREY B 7557 RAMBLER ROAD, STE. 1200 DALLAS TX 75201	5.1 TITLE	V
NAME		5.2 NAME	Thomas D. Ferguson
STREET ADDRESS		5.3 STREET ADDRESS	7557 Rambler Road, Ste. 1200
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Dallas, TX 75231
TITLE	V COBB, JAMES T 7557 RAMBLER ROAD, STE. 1200 DALLAS TX 75201	6.1 TITLE	V
NAME		6.2 NAME	Lynn T. Caldwell
STREET ADDRESS		6.3 STREET ADDRESS	7557 Rambler Road, Ste. 1200
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Dallas, TX 75231

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: *J.C. Lowenberg III* 4-21-97 214-891-2000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR J.C. Lowenberg III Date Daytime Phone #

CR2E034 (9/96)