

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

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May 01 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 # F94000004466 (8)

1. Corporation Name

SECOND INSURANCE AGENCY, INC.

Principal Place of Business 250 E. Carpenter Freeway Irving, TX 75062	Mailing Address P O Box 660237 C/O. Corporate Tax Dept Dallas, TX 75266-0237
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2. Principal Place of Business 21 Suite, Apt #, etc 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt #, etc 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 08/26/1994	3a. Date of Last Report 04/25/96
4. FEI Number 61-0859676	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 type="checkbox"/> No	

9. Name and Address of Current Registered Agent The Prentice-Hall Corporation System, Inc. 1201 Hays St. Suite 105 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 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, and I, the undersigned, 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 reappointing)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	Director/President <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	Timothy W. Bellows
STREET ADDRESS		1.3 STREET ADDRESS	250 Carpenter Freeway
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Irving, TX 75062
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	Exec. VP & Treasurer <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	John F. Hughes
STREET ADDRESS		2.3 STREET ADDRESS	250 Carpenter Freeway
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Irving, TX 75062
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	Secretary <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	Timothy M. Hayes
STREET ADDRESS		3.3 STREET ADDRESS	250 Carpenter Freeway
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Irving, TX 75062
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	Director <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	Roy A. Guthrie
STREET ADDRESS		4.3 STREET ADDRESS	250 Carpenter Freeway
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Irving, TX 75062
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	Director <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	Michael Rosentraub
STREET ADDRESS		5.3 STREET ADDRESS	250 Carpenter Freeway
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Irving, TX 75062
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	Asst. Sec & Asst. VP <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	Patrick J. Greene
STREET ADDRESS		6.3 STREET ADDRESS	250 Carpenter Freeway
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Irving, TX 75062

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: _____ (Date) 04/21/97 (972) 652-4000

CR2E034 (9/96)