


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

FILED
May 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000004904 (8)
1. Corporation Name
BRAEWOOD DEVELOPMENT CORP.



Principal Place of Business P.O. BOX 199000 DALLAS TX 75219 US	Mailing Address P.O. BOX 199000 DALLAS TX 75219 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 2728 N. Harwood St. Suite, Apt. #, etc. 22 City & State 23 Dallas, TX Zip 24 75201		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 US		3. Date Incorporated or Qualified 09/21/1994	
				4. FEI Number 95-2627403	
				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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525		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	
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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 reinstalling) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	QUINN, DAVID W	1.2 NAME	
STREET ADDRESS	2728 NORTH HARWOOD ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	1.4 CITY-ST-ZIP	Dallas, TX 75201
TITLE	EV	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EMERY, CHARLES F	2.2 NAME	
STREET ADDRESS	2728 NORTH HARWOOD ST	2.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	2.4 CITY-ST-ZIP	Dallas, TX 75201
TITLE	PD	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DECKER, RICHARD C	3.2 NAME	
STREET ADDRESS	2828 NORTH HARWOOD ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	3.4 CITY-ST-ZIP	Dallas, TX 75201
TITLE	V	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARVEY, RICHARD C	4.2 NAME	
STREET ADDRESS	2828 NORTH HARWOOD ST	4.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	4.4 CITY-ST-ZIP	Dallas, TX 75201
TITLE	S	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMERGE, RAYMOND G	5.2 NAME	
STREET ADDRESS	2828 NORTH HARWOOD ST	5.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	5.4 CITY-ST-ZIP	Dallas, TX 75201
TITLE	VT	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PINSON, KEMBERLY A	6.2 NAME	
STREET ADDRESS	2728 NORTH HARWOOD ST	6.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	6.4 CITY-ST-ZIP	Dallas, TX 75201

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 on an attachment with an address.

SIGNATURE: Jeff A. Magon (214) 981-5000

*PLEASE SEE ATTACHED LIST FOR ADDITIONAL OFFICERS AND DIRECTORS.

CR2034 (10/97)

CORPORATION:

BRAEWOOD DEVELOPMENT CORP.

FEIN: 95-2627403

CORP #: F94000004904

**ADDRESS FOR DIRECTORS AND
OFFICERS LISTED BELOW IS:**

2728 N. Harwood St.
Dallas, TX 75201

**ADDRESS FOR OFFICER DENOTATED
WITH AN ASTERISK (*) IS:**

3101 Gandy Blvd.
Pinellas Park, FL 33782

DIRECTORS:

Richard C. Decker
David W. Quinn

OFFICERS:

Chairman of the Board
President and Chief Executive Officer
Executive Vice President and Chief
Operating Officer
Vice President
Vice President
Vice President, Treasurer, Controller and
Assistant Secretary
Vice President
Vice President
Secretary
Assistant Vice President
General Counsel and Assistant Secretary

David W. Quinn
Richard C. Decker

F. Charles Emery II
Richard C. Harvey
Scott A. Johnson

Kimberly A. Pinson
Robert A. Sebesta*
Dennis K. Winzeler
Raymond G. Smerge
Jeff A. Mason
David A. Greenblatt