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

PROFIT CORPORATION ANNUAL REPORT

1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F9400006580

AAA HOLDINGS, INC.

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

04-23-1999 90137 048 ***150.00

AAA NO	LDINGS, INC.								
Principal Place	e of Business	Mailing Address					BOLIO DISEI BIIDI		
2728 N HARWOOD STREET P O BOX 193000 DALLAS TX 75201 DALLAS TX 75219		P O BOX 199000 DALLAS TX 75219				DO NOT WRITE IN THE	SPACE		
US		US				3. Date incorporated or Qualifed 12/23/1994			
2. Principal P	lace of Business	2a. Mailing Address				4. FEI Number	Ap	plied For	
21		26				75-1372494	No	t Applicable	
Suite, Apt.	#, etc	Suite, Apt.,#, etc.,				5. Certificate of Status Desired	\$8:75		- 1
22		27					Fee Re	·	
City & Stat	le	City & State				6. Election Campaign Financing	\$5.00		
23		28	Co	untry		Trust Fund Contribution	Added t	o rees	
Zip	Country	Zip	30	untry	مر	This corporation owes the current year In Personal Property Tax.	tangible □Yes	XNo	
24	9. Name and Address of Curren	29	[30]	т		10. Name and Address of New Registered			
	o. Hallo and Addition of Collection			81	Name		_		
COR	PORATION SERVICE COMPANY				01 1 1 1	description (D.O. Day Mumber in Not Assertable)			
1201	I HAYS STREET			82	Street Ad	dress (P.O. Box Number is Not Acceptable)			
TALL	AHASSEE FL 32301-2525			83					
				84	C:t .		85 Zip (ode.	
				04	City	Fl	_ US Zip \		
11. Pursuant	to the provisions of Sections 607.050	2 and 607.1508, Florida Statu	tes, the a	bove	-named co	rporation submits this statement for the purpose of	changing its	registered	
l office or r	registered agent, or both, in the State im familiar with, and accept the obliga	of Florida, Such change was a	NUTOOLIZA	a by i	ine corbora	tion's board of directors. I hereby accept the appoint	intinent as re	Jistereu	
· -								\$	
SIGNATURE	Signature, typed or printed name of registered age				signature requ	ired when reinstating) DATE	VD 0105070	00.01.40	á
12.		ID DIRECTORS	13.			ADDITIONS/CHANGES TO OFFICERS A	Change	Addition	5
TITLE	CD	☐ DELETE	1.1 T				Change	☐ Addition [Ξ
NAME	QUINN, DAVID W			IAME				}	Š
STREET ADDRESS	2728 N HARWOOD ST		1.3 5	TREET	ADDRESS				Č
CITY-ST-ZIP	DALLAS TX		1						- 0
ΠILE	EV	□ DELETE	_	TY-ST		EV / / 00	F=Change	☐ Addition	(
NAME		DELETE	2.1 T	TTY-ST		EV/200	⊡ *Change	☐ Addition	(
STREET ADDRESS	EMERY, F. CHARLES	☐ DELETE	2.1 T 2.2 N	XTY-ST TTLE NAME	6	EV/600	⊡ rChange	Addition	(
CITY-ST-ZIP	2728 N HARWOOD ST	DELETE	2.1 T 2.2 M 2.3 S	TTLE TAME	ADDRESS	EV/C00	Change	Addition	
TITLE	2728 N HARWOOD ST DALLAS TX	. =	2.1 T 2.2 N 2.3 S 2.4	TILE NAME STREET	ADDRESS	EV/C00	Change	Addition	
TITLE	2728 N HARWOOD ST DALLAS TX PD	DELETE	2.1 T 2.2 N 2.3 S 2.4 I 3.1 T	TTLE TAME	ADDRESS	EV/400	and the same same same.		
NAME	2728 N HARWOOD ST DALLAS TX PD DECKER, RICHARD C	. =	2.1 T 2.2 N 2.3 S 2.4 U 3.1 T 3.2 N	TITLE WAME STREET CITY-S TITLE WAME	ADDRESS T-ZIP	EV/C 00	and the same same same.		
NAME STREET ADDRESS	2728 N HARWOOD ST DALLAS TX PD DECKER, RICHARD C 2728 N HARWOOD ST	. =	2.1 T 2.2 N 2.3 S 2.4 I 3.1 T 3.2 N 3.3 S	TILE NAME STREET TILE	ADDRESS T-ZIP ADDRESS	EV/C 00	and the same same same.		
NAME STREET ADDRESS CITY-ST-ZIP	2728 N HARWOOD ST DALLAS TX PD DECKER, RICHARD C 2728 N HARWOOD ST DALLAS TX	. =	2.1 T 2.2 M 2.3 S 2.4 U 3.1 T 3.2 M 3.3 S 3.4 U	TITLE WAME STREET CITY-S TITLE WAME	ADDRESS T-ZIP ADDRESS	EV/400	and the same same same.		
NAME STREET ADDRESS CITY-ST-ZIP TITLE	2728 N HARWOOD ST DALLAS TX PD DECKER, RICHARD C 2728 N HARWOOD ST DALLAS TX	DELETE	2.1 T 2.2 N 2.3 S 2.4 4 3.1 T 3.2 N 3.3 S 3.4 .4	CITY-ST TILE VAME STREET TILE VAME STREET STREET CITY-S' TILE VAME STREET	ADDRESS T-ZIP ADDRESS	EV/400	☐ Change	Addition	
NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME	2728 N HARWOOD ST DALLAS TX PD DECKER, RICHARD C 2728 N HARWOOD ST DALLAS TX V HARVEY, RICHARD C	DELETE	2.1T 2.2N 2.3S 2.41 3.11 3.2N 3.3S 3.4.4 4.11	TITLE JAME STREET TILE JAME STREET TILE JAME STREET TILE NAME	ADDRESS T-ZIP ADDRESS	EV/C00	☐ Change	Addition	
NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS	2728 N HARWOOD ST DALLAS TX PD DECKER, RICHARD C 2728 N HARWOOD ST DALLAS TX V HARVEY, RICHARD C 2728 N HARWOOD ST	DELETE	2.1T 2.2N 2.3S 2.44 3.1T 3.2N 3.3S 3.4. 4.1T 4.2 4.3S	TITLE JAME STREET TILE JAME STREET TILE JAME STREET TILE NAME	ADDRESS T-ZIP ADDRESS ADDRESS	EV/C00	☐ Change	Addition	
NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME	2728 N HARWOOD ST DALLAS TX PD DECKER, RICHARD C 2728 N HARWOOD ST DALLAS TX V HARVEY, RICHARD C	DELETE	217 22N 23S 2.44 3.11 32N 3.3S 34.1 4.11 4.2 4.3S 4.40	TITLE HAME STREET TILE HAME STREET CITY-SI TILE NAME STREET	ADDRESS T-ZIP ADDRESS ADDRESS	EV/C00	☐ Change	Addition	
NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP	2728 N HARWOOD ST DALLAS TX PD DECKER, RICHARD C 2728 N HARWOOD ST DALLAS TX V HARVEY, RICHARD C 2728 N HARWOOD ST DALLAS TX	DELETE	2.17 2.28 2.44 3.17 3.28 3.4.1 4.17 4.2 4.35 4.40 5.17	CITY-ST TILE VAME STREET CITY-ST TILE VAME CITY-ST TILE NAME CITREET CITY-ST	ADDRESS T-ZIP ADDRESS ADDRESS	EV/C00	☐ Change	Addition	
NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE	2728 N HARWOOD ST DALLAS TX PD DECKER, RICHARD C 2728 N HARWOOD ST DALLAS TX V HARVEY, RICHARD C 2728 N HARWOOD ST DALLAS TX S SMERGE, RAYMOND G	DELETE	211 22N 23S 241 311 32N 34.1 4.11 4.2 4.3S 4.46 5.11 5.2N	TITLE NAME	ADDRESS T-ZIP ADDRESS ADDRESS	EV/C00	☐ Change	Addition	
NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME	2728 N HARWOOD ST DALLAS TX PD DECKER, RICHARD C 2728 N HARWOOD ST DALLAS TX V HARVEY, RICHARD C 2728 N HARWOOD ST DALLAS TX S SMERGE, RAYMOND G	DELETE	2.1T 2.2N 2.3S 2.41 3.1T 3.2N 3.4.(4.1T 4.22 4.3S 4.46 5.1T 5.2N 5.3S 5.40	CITY-ST TITLE NAME GTREET CITY-S' TITLE NAME STREET CITY-SI TITLE	ADDRESS T-ZIP ADDRESS T-ZIP ADDRESS -ZIP	EV/C00	☐ Change	Addition Addition	
NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS	2728 N HARWOOD ST DALLAS TX PD DECKER, RICHARD C 2728 N HARWOOD ST DALLAS TX V HARVEY, RICHARD C 2728 N HARWOOD ST DALLAS TX S SMERGE, RAYMOND G 2728 N HARWOOD ST	DELETE	2.1T 2.2N 2.3S 2.41 3.1T 3.2N 3.4.1 4.22 4.3S 4.40 5.11 5.2N 5.3S 5.40 6.11	TITLE	ADDRESS T-ZIP ADDRESS T-ZIP ADDRESS -ZIP	EV/C00	☐ Change	Addition	_
NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIP CITY-ST-ZIP	2728 N HARWOOD ST DALLAS TX PD DECKER, RICHARD C 2728 N HARWOOD ST DALLAS TX V HARVEY, RICHARD C 2728 N HARWOOD ST DALLAS TX S SMERGE, RAYMOND G 2728 N HARWOOD ST DALLAS TX	DELETE	2.11 2.2N 2.3S 2.41 3.17 3.2N 3.4.1 4.22 4.3S 4.40 5.11 5.2N 5.3S 5.40 6.11 6.2N	TITLE TAME STREET TITLE MAME MA	ADDRESS 1-ZIP ADDRESS 1-ZIP ADDRESS -ZIP ADDRESS -ZIP	EV/C00	☐ Change	Addition Addition	
NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE	2728 N HARWOOD ST DALLAS TX PD DECKER, RICHARD C 2728 N HARWOOD ST DALLAS TX V HARVEY, RICHARD C 2728 N HARWOOD ST DALLAS TX S SMERGE, RAYMOND G 2728 N HARWOOD ST DALLAS TX VT PINSON, KIMBERLY A	DELETE	2.1T 2.2N 2.3S 2.44 3.1T 3.2N 3.3S 3.4.(4.1T 4.2 4.3S 4.4(5.1T 5.2N 5.3S 5.4(6.1T 6.24 6.3S	TITLE TAME STREET TITLE MAME MA	ADDRESS 1-ZIP ADDRESS 2-ZIP ADDRESS -ZIP ADDRESS ADDRESS	EV/400	☐ Change	Addition Addition	-

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, with all other like empowered.

SIGNATURE: SIGNADER AND TYPED OR PRINTED

IGNATURE REQUEREDA.

4-14-99

(214) 981-5000

Daytime Phone #

F9400006580 401237-90137-

AAA HOLDINGS, INC.

FEIN: 75-1372494 CORPORATION ID #: <u>F94000</u>006580

Address for Officers & Directors:

2728 North Harwood

Dallas, Texas 75201

Address for Officers marked

with an asterisk (*):

3101 Gandy Blvd. Pinellas Park, FL 33782

DIRECTORS:

Richard C. Decker David W. Quinn

OFFICERS:

David W. Quinn

Chairman of the Board

Richard C. Decker

President and Chief Executive Officer

F. Charles Emery II

Executive Vice President and Chief Operating Officer Secretary

Raymond G. Smerge

Vice President

Richard C. Harvey Scott A. Johnson

Vice President

Kimberly A. Pinson

Vice President, Treasurer, Controller and Assistant Secretary

Robert A. Sebesta *

Vice President

David A. Greenblatt

General Counsel and Assistant Secretary

Jeff A. Mason

Assistant Vice President

Vicki A. Roberts

Assistant Treasurer

Eleanor J. Thompson

Assistant Secretary