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FILED

Jan 30 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000003088 (0)

1. Corporation Name

WALDEN OPERATING, INC.

Principal Place of Business

5400 LBJ FREEWAY
LB-45, SUITE 400
DALLAS TX 75240

Mailing Address

5400 LBJ FREEWAY
LB-45, SUITE 400
DALLAS TX 75240-6223



3. Date Incorporated or Qualified
06/26/1995

3a. Date of Last Report
05/01/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

30 Country

4. FEI Number
75-2601891

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name
CSC The United States Corporation Co.

82 Street Address (P.O. Box Number is Not Acceptable)
1201 Hays Street, STE. 105

83

84 City
Tallahassee

FL

85 Zip Code
32301

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 his/her appointor

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	CCEO	<input type="checkbox"/> DELETE
NAME	DASEKE, DON R	
STREET ADDRESS	13801 PRESTON ROAD, SUITE 800-W	
CITY-ST-ZIP	DALLAS TX 75240	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	EDWARDS, MARSHALL B	
STREET ADDRESS	13801 PRESTON ROAD, SUITE 800-W	
CITY-ST-ZIP	DALLAS TX 75240	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	DILLINGER, MARK S	
STREET ADDRESS	13801 PRESTON ROAD, SUITE 800-W	
CITY-ST-ZIP	DALLAS TX 75240	
TITLE	CFO	<input type="checkbox"/> DELETE
NAME	DILLINGER, MARK S	
STREET ADDRESS	13801 PRESTON ROAD, SUITE 800-W	
CITY-ST-ZIP	DALLAS TX 75240	
TITLE	COOV	<input type="checkbox"/> DELETE
NAME	LAMBERTI, STEVE T	
STREET ADDRESS	13801 PRESTON ROAD, SUITE 800-W	
CITY-ST-ZIP	DALLAS TX 75240	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	HATZENBUEHLER, EDWARD H	
STREET ADDRESS	13801 PRESTON ROAD, SUITE 800-W	
CITY-ST-ZIP	DALLAS TX 75240	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	5400 LBJ Freeway, LB 45, Suite 400
1.4 CITY-ST-ZIP	Dallas, Texas 75240
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	5400 LBJ Freeway, LB 45, Suite 400
2.4 CITY-ST-ZIP	Dallas, Texas 75240
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	5400 LBJ Freeway, LB 45, Suite 400
3.4 CITY-ST-ZIP	Dallas, Texas 75240
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	5400 LBJ Freeway, LB 45, Suite 400
4.4 CITY-ST-ZIP	Dallas, Texas 75240
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	5400 LBJ Freeway, LB 45, Suite 400
5.4 CITY-ST-ZIP	Dallas, Texas 75240
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	5400 LBJ Freeway, LB 45, Suite 400
6.4 CITY-ST-ZIP	Dallas, Texas 75240

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:

[Signature]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1-21-97

Date

922-2880510

Daytime Phone

CR2E034 (9/96)