

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F95000003689 (5)

1. Corporation Name
ACADIA MGP, INC.

Principal Place of Business
201 MAIN STREET, SUITE 3100
FORT WORTH TX 76102

Mailing Address
201 MAIN STREET, SUITE 3100
FORT WORTH TX 76102

FILED
Aug 12 1997 8:00am
Secretary of State



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/31/1995		3a. Date of Last Report 04/17/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 75-2425854		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 Country		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

NATIONAL CORPORATE RESEARCH, LTD., INC.
1406 HAYS STREET, SUITE #2
TALLAHASSEE FL 32301

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CRANDALL, J. T	1.2 NAME	
STREET ADDRESS	201 MAIN STREET, SUITE 3100	1.3 STREET ADDRESS	
CITY-ST-ZIP	FORT WORTH TX 76102	1.4 CITY-ST-ZIP	
TITLE	VST	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COTHAM, W R	2.2 NAME	
STREET ADDRESS	201 MAIN STREET, SUITE 2600	2.3 STREET ADDRESS	
CITY-ST-ZIP	FORT WORTH TX 76102	2.4 CITY-ST-ZIP	
TITLE	VASD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AUGUST, GLENN R	3.2 NAME	
STREET ADDRESS	65 EAST 55TH STREET, 32ND FLOOR	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10022	3.4 CITY-ST-ZIP	
TITLE	VASD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GRUBER, STEVEN G	4.2 NAME	
STREET ADDRESS	65 EAST 55TH STREET, 32ND FLOOR	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10022	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DOCTOROFF, DANIEL L	5.2 NAME	
STREET ADDRESS	65 EAST 55TH STREET, 32ND FLOOR	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10022	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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 recorder 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 in changed, or on an attachment with an address.

SIGNATURE:

[Signature]

CR2E034 (4/97)