

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

FILED
Aug 01 1997 8:00am
Secretary of State

DOCUMENT # F95000005291 (8)

1. Corporation Name
NP3 REO-B, INC.



Principal Place of Business
816 CONGRESS AVE., SUITE 1400
AUSTIN TX 78701

Mailing Address
816 CONGRESS AVE., SUITE 1400
AUSTIN TX 78701

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Zip
24	Country	29	Country

3. Date Incorporated or Qualified 10/30/1995	3a. Date of Last Report 03/12/1996
4. FEI Number 74-2764559	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

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

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
85	Zip Code

FL

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	
NAME	STARNES, ROBERT D	1.2 NAME	
STREET ADDRESS	816 CONGRESS AVE., SUITE 1400	1.3 STREET ADDRESS	
CITY-ST-ZIP	AUSTIN TX 78701	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	
NAME	VANN, CATHY D	2.2 NAME	
STREET ADDRESS	816 CONGRESS AVE., SUITE 1400	2.3 STREET ADDRESS	
CITY-ST-ZIP	AUSTIN TX 78701	2.4 CITY-ST-ZIP	
TITLE	TD	3.1 TITLE	
NAME	WINTER, MARK C	3.2 NAME	
STREET ADDRESS	816 CONGRESS AVE., SUITE 1400	3.3 STREET ADDRESS	
CITY-ST-ZIP	AUSTIN TX 78701	3.4 CITY-ST-ZIP	
TITLE	SD	4.1 TITLE	
NAME	CARTER, LES W	4.2 NAME	
STREET ADDRESS	816 CONGRESS AVE., SUITE 1400	4.3 STREET ADDRESS	
CITY-ST-ZIP	AUSTIN TX 78701	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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 recipient 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:

CR2E034 (4/97)