

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

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
May 13 1997 8:00am
Secretary of State

DOCUMENT # F95000006122 (4)

1. Corporation Name

HEPC HARBOUR ISLAND, INC.



Principal Place of Business

2001 BRYAN STREET
SUITE 2300
DALLAS TX 75201

Mailing Address

2001 BRYAN STREET
SUITE 2300
DALLAS TX 75201-3028

2. Principal Place of Business

21 Harbour Island Hotel

22 723 S. Harbour Island

23 Tampa, Florida

24 33602

2a. Mailing Address

26 Same

Suite, Apt. #, etc.

28 City & State

29 Zip

30 Country

3. Date Incorporated or Qualified

12/15/1995

3a. Date of Last Report

04/30/1996

4. FEI Number

75-2620721

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

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name

Same

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's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

PCD
CARREKER, JAMES D
2001 BRYAN STREET, STE 2300
DALLAS TX 75201

TITLE NAME STREET ADDRESS CITY-ST-ZIP

VD
CROW, HARLAN R
2001 BRYAN STREET, STE 2300
DALLAS TX

TITLE NAME STREET ADDRESS CITY-ST-ZIP

V
RAYMOND, ANNE L
2001 BRYAN STREET, STE 2300
DALLAS TX 75201

TITLE NAME STREET ADDRESS CITY-ST-ZIP

S
TURNER, ELISE M
2001 BRYAN STREET, STE 2300
DALLAS TX

TITLE NAME STREET ADDRESS CITY-ST-ZIP

T
KLUMPH, JOHN P
2001 BRYAN STREET, STE 2300
DALLAS TX

TITLE NAME STREET ADDRESS CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE

12 NAME

13 STREET ADDRESS

14 CITY-ST-ZIP

21 TITLE

22 NAME

23 STREET ADDRESS

24 CITY-ST-ZIP

31 TITLE

32 NAME

33 STREET ADDRESS

34 CITY-ST-ZIP

41 TITLE

42 NAME

43 STREET ADDRESS

44 CITY-ST-ZIP

51 TITLE

52 NAME

53 STREET ADDRESS

54 CITY-ST-ZIP

61 TITLE

62 NAME

63 STREET ADDRESS

64 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 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:

Beverly M. Houston

4/24/97 (214) 863-1000

CR2E034 (9/96)