

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

FILED
Mar 19 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 # F96000000888 (5)

1. Corporation Name:
CARLYLE CAPITAL MARKETS INC.



Principal Place of Business: **14755 PRESTON RD SUITE 424 DALLAS TX 75240**
 Mailing Address: **14755 PRESTON RD SUITE 424 DALLAS TX 75240-9153**

2. Principal Place of Business:
 21 State App. No. _____
 22 City & State _____
 23 Zip _____ Country _____
 24 _____ 25 _____

2a. Mailing Address:
 26 Suite, Apt. #, etc. _____
 27 City & State _____
 28 Zip _____ Country _____
 29 _____ 30 _____

3. Date Incorporated or Qualified: **02/22/1996** 3a. Date of Last Report _____
 4. FEI Number: **75-1832984** 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 _____
 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	FRIEDMAN, BARRY L	
STREET ADDRESS	14755 PRESTON RD, SUITE 424	
CITY-ST-ZIP	DALLAS TX 75240	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	JUERGENSEN, DANA	
STREET ADDRESS	14755 PRESTON RD, SUITE 424	
CITY-ST-ZIP	DALLAS TX 75240	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 included 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 or changed, or on an attachment with an address **DANA JUERGENSEN**

SIGNATURE: *Sandra Mortham* 3-11-97 (472)404-8686
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Day-Mo-Yr

CR2E034 (9/96)