

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 # F96000001042 (8)

1. Corporation Name

AMRESO PRINCIPAL MANAGERS II, INC.

Principal Place of Business

Mailing Address

1845 WOODALL RODGERS FREEWAY, SUITE 1700
DALLAS TX 75201

1845 WOODALL RODGERS FREEWAY, SUITE 1700
DALLAS TX 75201

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 700 N. Pearl, Suite 2400	26 700 N. Pearl
22 Suite, Apt. #, etc.	27 2400
23 Dallas, Tx	28 Dallas, Tx
24 75201	29 75201
25 USA	30 USA

3. Date Incorporated or Qualified	3a. Date of Last Report
02/29/1996	
4. FEI Number	Applied For
75-2636818	Not Applicable
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input type="checkbox"/>	
6. Election Campaign Financing	\$5.00 May Be Added to Fees
Trust Fund Contribution	<input type="checkbox"/>
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

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	
TITLE	CCEO
NAME	LUTZ, ROBERT H JR
STREET ADDRESS	1845 WOODALL RODGERS FREEWAY, SUITE 1700
CITY-ST-ZIP	DALLAS TX 75201
TITLE	PD
NAME	ADAIR, ROBERT L III
STREET ADDRESS	1845 WOODALL RODGERS FREEWAY, SUITE 1700
CITY-ST-ZIP	DALLAS TX 75201
TITLE	DCFO
NAME	EDWARDS, BARRY L
STREET ADDRESS	1845 WOODALL RODGERS FREEWAY, SUITE 1700
CITY-ST-ZIP	DALLAS TX 75201
TITLE	T
NAME	ANDRUS, THOMAS J
STREET ADDRESS	1845 WOODALL RODGERS FREEWAY, SUITE 1700
CITY-ST-ZIP	DALLAS TX 75201
TITLE	VGCS
NAME	BLACKWELL, L K
STREET ADDRESS	1845 WOODALL RODGERS FREEWAY, SUITE 1700
CITY-ST-ZIP	DALLAS TX 75201
TITLE	CAO
NAME	KIRKLAND, RONALD B
STREET ADDRESS	1845 WOODALL RODGERS FREEWAY, SUITE 1700
CITY-ST-ZIP	DALLAS TX 75201

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 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, on an attachment with an address.

SIGNATURE:

REQUIRED

01/15/97

714/953-7810

CR2E034 (4/97)