

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

FILED
Mar 06 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000001042 (8)
 1. Corporation Name
AMRESCO PRINCIPAL MANAGERS II, INC.



Principal Place of Business 700 N. PEARL SUITE 2400 DALLAS TX 75201	Mailing Address 700 N. PEARL SUITE 2400 DALLAS TX 75201
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 02/29/1996	
4. FEI Number 75-2636818	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**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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	<input type="checkbox"/> DELETE
NAME	LUTZ, ROBERT H JR	
STREET ADDRESS	1845 WOODALL RODGERS FREEWAY, SUITE 1700	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	ADAIR, ROBERT L III	
STREET ADDRESS	1845 WOODALL RODGERS FREEWAY, SUITE 1700	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	DCFO	<input type="checkbox"/> DELETE
NAME	EDWARDS, BARRY L	
STREET ADDRESS	1845 WOODALL RODGERS FREEWAY, SUITE 1700	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	T	<input type="checkbox"/> DELETE
NAME	ANDRUS, THOMAS J	
STREET ADDRESS	1845 WOODALL RODGERS FREEWAY, SUITE 1700	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	VGCS	<input type="checkbox"/> DELETE
NAME	BLACKWELL, L K	
STREET ADDRESS	1845 WOODALL RODGERS FREEWAY, SUITE 1700	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	CAO	<input type="checkbox"/> DELETE
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 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 address.

SIGNATURE: *L. Keith Blahut* 2/26/98 714/953-7810

CR2E034 (10/97)