

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

FILED
Feb 04 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # F96000001121 (0)

1. Corporation Name
NATIONS BELL, INC.



Principal Place of Business
13455 NOEL RD., #1000
DALLAS TX 75240

Mailing Address
13455 NOEL RD., #1000
DALLAS TX 75240

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
03/04/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21		26		75-2480756		Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing		<input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		Trust Fund Contribution		<input type="checkbox"/>	
23		28		8. This corporation owes or has paid the current year Intangible		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Zip		Zip		Personal Property Tax due June 30.			
24		29					
Country		Country					
25		30					

9. Name and Address of Current Registered Agent

BLAESER, JOHN
900 COVE CAY DR., #8G
CLEARWATER FL 34620

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PDC	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GREEN, ERIC	1.2 NAME	
STREET ADDRESS	13455 NOEL RD #1000	1.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75240	1.4 CITY-ST-ZIP	
TITLE	VSDC	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GREEN, ROBERT	2.2 NAME	
STREET ADDRESS	13455 NOEL RD #1000	2.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75240	2.4 CITY-ST-ZIP	
TITLE	TD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GREEN, STEVEN	3.2 NAME	
STREET ADDRESS	13455 NOEL RD #1000	3.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75240	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 an address.

SIGNATURE:

[Signature]

1/12/98 922-801-5871

CR2E034 (10/97)