

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

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May 06 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 # F96000002103 (7)

1. Corporation Name
PROPCO, INC.

Principal Place of Business
1201 ELM STREET, STE 5400
DALLAS TX 75270

Mailing Address
1201 ELM STREET, STE 5400
DALLAS TX 75270-2103



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/26/1996		3a. Date of Last Report	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 75-2619478		Applied For Not Applicable	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				81 Name CT Corporation System			
				82 Street Address (P.O. Box Number is Not Acceptable) 1200 S. Pine Island Rd			
				83			
				84 City Plantation FL 85 Zip Code 33324			

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 Mary R. Adams Mary R. Adams, Asst Sec. DATE 3/14/97

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PCD	<input type="checkbox"/> DELETE		1.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	HEITMEYER, RICHARD A			1.2 NAME	Joseph Whelan		
STREET ADDRESS	1201 ELM STREET, STE 5400			1.3 STREET ADDRESS	1700 Palm Bch Lakes Blvd #1100		
CITY-ST-ZIP	DALLAS TX			1.4 CITY-ST-ZIP	W. Palm Bch, FL 33401		
TITLE	VD	<input checked="" type="checkbox"/> DELETE		2.1 TITLE	S/V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	PRIMIANO, VINCENT			2.2 NAME	John E Ramsey		
STREET ADDRESS	1201 ELM STREET, STE 5400			2.3 STREET ADDRESS	3414 Peachtree Rd, #660		
CITY-ST-ZIP	DALLAS TX			2.4 CITY-ST-ZIP	Atlanta GA 30326		
TITLE	D	<input checked="" type="checkbox"/> DELETE		3.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	WEISENBACHER, JUSTIN F			3.2 NAME	George Hamilton		
STREET ADDRESS	1201 ELM STREET, STE 5400			3.3 STREET ADDRESS	1700 Palm Bch Lakes Blvd #1100		
CITY-ST-ZIP	DALLAS TX			3.4 CITY-ST-ZIP	W Palm Bch, FL 33401		
TITLE	V	<input checked="" type="checkbox"/> DELETE		4.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	EPSTEIN, JONATHAN			4.2 NAME	Donald Greenham		
STREET ADDRESS	1201 ELM STREET, STE 5400			4.3 STREET ADDRESS	1700 Palm Beach Lakes Blvd #1100		
CITY-ST-ZIP	DALLAS TX			4.4 CITY-ST-ZIP	W Palm Bch, FL 33401		
TITLE	S	<input checked="" type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	HYDE, JOE T			5.2 NAME			
STREET ADDRESS	1201 ELM STREET, STE 5400			5.3 STREET ADDRESS			
CITY-ST-ZIP	DALLAS TX			5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		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 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:

Ronald Whelan VP
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/22/97 561-689-9700
Date Daytime Phone #

CR2E034 (9/96)