

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

FILED
May 17, 1999 8:00 am
Secretary of State

05-17-1999 90001 038 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000002262 (1) 1. Corporation Name Sterling Software, Inc.

Principal Place of Business 300 Crescent Ct. Ste 1200 Dallas TX 75201 US	Mailing Address 300 Crescent Ct. Ste 1200 Dallas TX 75201 U.S.
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29
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3. Date Incorporated or Qualified 5/6/96	4. FEI Number 75-1873956	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 the current year Intangible Personal Property Tax.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent Corporation Service Company 1201 Nays Street Tallahassee FL 32301

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 NAME STREET ADDRESS CITY-ST-ZIP	PCEO Williams, Sterling L. 300 Crescent Ct, Ste 1200 Dallas TX
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Werner, Frank L. 5900 Canoga Ave. Woodland Hills CA
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VS Meier, Jeanne H. P. 300 Crescent Ct, Ste 1200 Dallas TX
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V Tolari, Geno P. 300 Crescent Ct, Ste 1200 Dallas, TX
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V Konopik, Gene 1404 Fort Crook Rd. South Bellevue NE 68005
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS Carey, Stephen C. 300 Crescent Ct. Ste 1200 Dallas, TX

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	VS McDermott, Don J. 300 Crescent Ct, Ste 1200 Dallas, TX <input checked="" type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1650 Tusons Blvd. Ste 800 McLean VA
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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, with all other like empowered.

SIGNATURE:  **Asst. Secretary** **4/25/99** **214-931-1000**
Signature and typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (11/98)