

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.)

FILED

Sep 10 1997 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000003975 (7)
 1. Corporation Name
GULF STATES FINANCIAL SERVICES, INC. OF TEXAS



Principal Place of Business 13201 NORTHWEST FREEWAY SUITE 801 HOUSTON TX 77040	Mailing Address 13201 NORTHWEST FREEWAY SUITE 801 HOUSTON TX 77040
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 07/26/1996	3a. Date of Last Report
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 76-0068653	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" 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	DC	<input type="checkbox"/> DELETE
NAME	FRIEDKIN, THOMAS D	
STREET ADDRESS	7701 WILSHIRE PLACE DR.	
CITY-ST-ZIP	HOUSTON TX 77040	
TITLE	DC	<input type="checkbox"/> DELETE
NAME	PYLE, JERRY H	
STREET ADDRESS	7701 WILSHIRE PLACE DR.	
CITY-ST-ZIP	HOUSTON TX 77040	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GRUEN, FRANK H	
STREET ADDRESS	7701 WILSHIRE PLACE DR.	
CITY-ST-ZIP	HOUSTON TX 77040	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	MARTENS, WILLIAM F	
STREET ADDRESS	7701 WILSHIRE PLACE DR.	
CITY-ST-ZIP	HOUSTON TX 77040	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HOHMANN, CRAIG C	
STREET ADDRESS	7701 WILSHIRE PLACE DR.	
CITY-ST-ZIP	HOUSTON TX 77040	
TITLE	V	<input type="checkbox"/> DELETE
NAME	STRICKLIN, BRUCE	
STREET ADDRESS	7701 WILSHIRE PLACE DR.	
CITY-ST-ZIP	HOUSTON TX 77040	

13. *SEE ATTACHED ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 SHEET FOR ADDITIONAL NAMES		
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	Gruen, Frank X.	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS	13201 Northwest Fwy, Suite 801	
4.4 CITY-ST-ZIP		
5.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS	13201 Northwest Fwy, Suite 701	
5.4 CITY-ST-ZIP		
6.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS	13201 Northwest Fwy, Suite 801	
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: *W Marten* 9/4/97 (281) 552-2202

CR2E034 (4/97)

Gulf States Financial Services, Inc. - - Directors and Officers

Thomas Dan Friedkin 7701 Wilshire Place Drive Houston, Texas 77040	Director and Chairman of the Board
Jerry H. Pyle 7701 Wilshire Place Drive Houston, Texas 77040	Director and Vice Chairman
Frank Gruen 7701 Wilshire Place Drive Houston, Texas 77040	Director
William F. Martens 13201 Northwest Fwy, Ste 801 Houston, Texas 77040	Director and President
Craig C. Hohmann 13201 Northwest Fwy, Ste 701 Houston, Texas 77040	Vice President
Bruce Stricklin 13201 Northwest Fwy, Ste 801 Houston, Texas 77040	Vice President
Greg Kraft 13201 Northwest Fwy, Ste 200 Houston, Texas 77040	Vice President
F.R. ("Chip") Mason 7701 Wilshire Place Drive Houston, Texas 77040	Vice President and Secretary/Treasurer
Kenneth L. Roche, Jr. 7701 Wilshire Place Dr. Houston, Texas 77040	Assistant Secretary and General Counsel
John Mormino 13201 Northwest Fwy, Ste 801 Houston, Texas 77040	Vice President and Assistant Treasurer