

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Sep 30 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 # 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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

07/26/1996

4. FEI Number

76-0068653

Applied For
 Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.

Yes

No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

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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 NAME STREET ADDRESS CITY-ST-ZIP

DC FRIEDKIN, THOMAS D 7701 WILSHIRE PLACE DR. HOUSTON TX 77040

DELETE

DC PYLE, JERRY H 7701 WILSHIRE PLACE DR. HOUSTON TX 77040

DELETE

D GRUEN, FRANK X. 7701 WILSHIRE PLACE DR. HOUSTON TX

DELETE

PD MARTENS, WILLIAM F 13201 NORTHWEST FWY., SUITE 801 HOUSTON TX

DELETE

V HOHMANN, CRAIG C 13201 NORTHWEST FWY., SUITE 701 HOUSTON TX

DELETE

V STRICKLIN, BRUCE 13201 NORTHWEST FWY., SUITE 801 HOUSTON TX

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP

2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP

3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP

4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP

5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP

6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

D/P & Vice Chairman Change Addition

V / General Manager Gregory W. Kraft 13201 Northwest Fwy., Suite 801 Houston, TX 77040 Change Addition

100002653991
 -10/02/98--01020--006
 ***550.00

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(d), 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

[Handwritten Signature]

281-552-2208

CR2E034 (5/98)

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GULF STATES FINANCIAL SERVICES, INC. OF TEXAS

Directors

Thomas Dan Friedkin Director and Chairman
7701 Wilshire Place Drive
Houston, Texas 77040

Jerry H. Pyle Director
7701 Wilshire Place Drive
Houston, Texas 77040

Frank X. Gruen Director
7701 Wilshire Place Drive
Houston, Texas 77040

Officers

Jerry H. Pyle Vice Chairman and President
7701 Wilshire Place Drive
Houston, Texas 77040

Gregory W. Kraft Vice President and General Manager
13201 Northwest Freeway
Suite 801
Houston, Texas 77040

F.R. ("Chip") Mason Vice President and Secretary/Treasurer
7701 Wilshire Place Drive
Houston, Texas 77040

Kenneth L. Roche, Jr. Assistant Secretary and General Counsel
7701 Wilshire Place Drive
Houston, Texas 77040

Daniel Sosniak Vice President
13201 Northwest Freeway
Suite 701
Houston, Texas 77040

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Craig Hohmann
13201 Northwest Freeway
Suite 701
Houston, Texas 77040

Vice President

Bruce Stricklin
13201 Northwest Freeway
Suite 801
Houston, Texas 77040

Vice President & Controller