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Mar 25 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 # F96000004363 (5)
 1. Corporation Name
CAPROCK COMMUNICATIONS CORP.



Principal Place of Business Mailing Address
2 GALLERIA TOWER, #1925, LB-46, 13455 NOEL DALLAS TX 75240

3. Date Incorporated or Qualified **08/26/1996** 3a. Date of Last Report
 4. FEI Number **75-2361414** 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

9. Name and Address of Current Registered Agent
CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DCP	<input type="checkbox"/> DELETE
NAME	THOMPSON, JERE W JR	
STREET ADDRESS	2 GALLERIA TOWER, #1925, LB-46, 13455 NOEL	
CITY-ST-ZIP	DALLAS TX 75240	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	ROGERS, TIMOTHY	
STREET ADDRESS	2 GALLERIA TOWER, #1925, LB-46, 13455 NOEL	
CITY-ST-ZIP	DALLAS TX 75240	
TITLE	D	<input type="checkbox"/> DELETE
NAME	LANGDALE, MARK	
STREET ADDRESS	2 GALLERIA TOWER, #1925, LB-46, 13455 NOEL	
CITY-ST-ZIP	DALLAS TX 75240	
TITLE	DST	<input type="checkbox"/> DELETE
NAME	TERRELL, TIMOTHY	
STREET ADDRESS	2 GALLERIA TOWER, #1925, LB-46, 13455 NOEL	
CITY-ST-ZIP	DALLAS TX 75240	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ROBERTS, SCOTT	
STREET ADDRESS	2 GALLERIA TOWER, #1925, LB-46, 13455 NOEL	
CITY-ST-ZIP	DALLAS TX 75240	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	5950 Berkshire Lane, Suite 990
3.4 CITY-ST-ZIP	Dallas, Texas 75225
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	D/V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Thompson, Jere W Sr
6.3 STREET ADDRESS	3838 Oak Lawn Avenue, Suite 1850
6.4 CITY-ST-ZIP	Dallas, Texas 75219-4519

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 included 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: Timothy W. Rogers 3/5/97 972/788-4800
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Expiration Phone #
 0526076

CR2E034 (9/96)