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Feb 11 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 # F96000005529 (0)

1. Corporation Name  
STONERSIDE STABLE GP, INC.



Principal Place of Business: 1600 SMITH STREET, SUITE 4300 HOUSTON TX 77002  
Mailing Address: 1600 SMITH STREET, SUITE 4300 HOUSTON TX 77002-7390

3. Date Incorporated or Qualified: 10/24/1996  
3a. Date of Last Report  
4. FEI Number: 76-0428539  
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  
6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes  No

2. Principal Place of Business: 21, 22, 23, 24  
2a. Mailing Address: 26, 27, 28, 29, 30

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: \_\_\_\_\_ DATE: \_\_\_\_\_  
(NOTE: Registered Agent signature required when reappointing)

12. OFFICERS AND DIRECTORS

TITLE	CD	<input type="checkbox"/> DELETE
NAME	MCNAIR, ROBERT C	
STREET ADDRESS	1600 SMITH STREET, SUITE 4300	
CITY-ST-ZIP	HOUSTON TX 77002	
TITLE	CEO	<input type="checkbox"/> DELETE
NAME	KENDALL, DONALD R JR	
STREET ADDRESS	1600 SMITH STREET, SUITE 4300	
CITY-ST-ZIP	HOUSTON TX 77002	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MCNAIR, D C	
STREET ADDRESS	1600 SMITH STREET, SUITE 4300	
CITY-ST-ZIP	HOUSTON TX 77002	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MCNAIR, R C JR	
STREET ADDRESS	1600 SMITH STREET, SUITE 4300	
CITY-ST-ZIP	HOUSTON TX 77002	
TITLE	VCFO	<input type="checkbox"/> DELETE
NAME	KENDRIGAN, JAMES M	
STREET ADDRESS	1600 SMITH STREET, SUITE 4300	
CITY-ST-ZIP	HOUSTON TX 77002	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MCNAIR, JANICE S	
STREET ADDRESS	1600 SMITH STREET, SUITE 4300	
CITY-ST-ZIP	HOUSTON TX 77002	

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 type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: *James M. Kendrick*, VP (FC) James M. Kendrick 1/31/97 (713) 951-7798  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)