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Mar 26, 1999 8:00 am
Secretary of State

03-26-1999 90008 019 ****61.25

**NONPROFIT
CORPORATION
ANNUAL REPORT
1999**



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F97000001170

1. Corporation Name
SOHO AMERICA, INC.

Principal Place of Business
2121 PRECINCT LINE RD
HURST TX 76054

Mailing Address
2121 PRECINCT LINE RD
HURST TX 76054



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/06/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 41-1812865	Applied For <input type="checkbox"/> Not Applicable <input checked="" type="checkbox"/>
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country		

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
85	Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP <input type="checkbox"/> DELETE	1.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SMEDSRUD, JEFFREY	1.2 NAME	Phil Gamble
STREET ADDRESS	2121 PRECINT LINE RD	1.3 STREET ADDRESS	10718 Sentinel Dr
CITY-ST-ZIP	HURST TX 76054	1.4 CITY-ST-ZIP	San Antonio, TX 78217
TITLE	DV <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JENSEN, JEFFREY	2.2 NAME	
STREET ADDRESS	2121 PRECINT LINE RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	HURST TX 76054	2.4 CITY-ST-ZIP	
TITLE	DST <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DE LA TORRE, AMANDA	3.2 NAME	
STREET ADDRESS	4428 PERSHING	3.3 STREET ADDRESS	
CITY-ST-ZIP	FT WORTH TX 76107	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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 617, 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:

SIGNATURE REQUIRED
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Jeff Jensen

3/12/99

817-428-4200

Date Daytime Phone #

CR2F037-(11/98)