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PROFIT CORPORATION **ANNUAL REPORT**

1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # F9700002558 (1)

ATLANTIC FINANCIAL MANAGERS, INC.

Principal Place of Business Mailing Address 1000 BALLPARK WAY. STE 304 1000 BALLPARK WAY. STE 304 ARLINGTON TX 78011 ARLINGTON TX 78011

FILED Mar 27 1998 8:00am Secretary of State

DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 05/14/1997 2. Principal Place of Business 2a. Mailing Address 4. FEI Number Applied For 75-2637933 21 26 Not Applicable Suite, Apt. #. etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired 22 Fee Required 27 City & State City & State 6. Election Campaign Financing \$5.00 May Be 23 Trust Fund Contribution 28 Added to Fees Zip Country Country This corporation owes or has paid the current year Intangible Yes 24 25 30 Personal Property Tax due June 30. 29 g. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent Name C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD Street Address (P.O. Box Number is Not Acceptable) 82 PLANTATION FL 33324 83 84 City Zip Code 85 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 registured agent and title if applicable (NOTE: Registered Agent signature required when reinstating) (10/97 12. OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. DELETE Change ___ Addition 1.1 TITLE TITLE **BROOKSHIRE, STEPHEN S** NAME 1.2 NAME 1000 BALLPARK WAY, STE 304 STREET ADDRESS 1.3 STREET ADDRESS **ARLINGTON TX** CITY-ST-ZIP 1.4 CITY-ST-ZIP DELETE TITLE 2.1 TITLE Change Addition REILLY, MICHAEL A NAME 2.2 NAME 1000 BALLPARK WAY, STE 304 STREET ADDRESS 2.3 STREET ADDRESS **ARLINGTON TX** CITY-ST-ZIP 2. 4 CITY - ST - 7IP DELETE TITLE 3.1 TITLE Change Addition REILLY III. T W NAME 3.2 NAME 1000 BALLPARK WAY, STE 304 STREET ADDRESS 3.3 STREET ADDRESS **ARLINGTON TX** CITY-ST-ZIP 3.4. CITY-ST-ZIP DELETE 4.1 TITLE Change Addition TITLE BRAWNER, JEFFREY B NAME 4. 2 NAME 2311 CEDAR SPRINGS, STE 150 STREET ADDRESS 4.3 STREET ADDRESS DALLAS TX CITY-ST-ZIP 4.4 CITY-ST-ZIP DELETE TITLE 51 TIFLE Change Addition NAME 5.2 NAME STREET ADDRESS 5.3 STREET ADDRESS CITY-ST-ZIP 5.4 CITY-ST-ZIP DELETE Change Addition TITLE 6.1 TITLE 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 testee 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 in an alternative with an address.

2/10/98