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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000003130

1. Corporation Name
BRC TECHNOLOGY SERVICES, INC.



Principal Place of Business 1111 W. MOCKINGBIRD LANE #1400 DALLAS TX 75247-5014	Mailing Address 1111 W. MOCKINGBIRD LANE #1400 DALLAS TX 75247-5014
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 2828 N. Haskell 10th Fl Suite, Apt. #, etc.	2a. Mailing Address 26 2828 N. Haskell 10th Fl Suite, Apt. #, etc.	3. Date Incorporated or Qualified 06/16/1997	4. FEI Number 75-2709080	Applied For Not Applicable
22 City & State 23 Dallas TX 75204	27 City & State 28 Dallas TX 75204	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
24 Zip 25 USA	29 Zip 30 USA	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM C/O CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND RD PLANTATION FL 33324		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No		

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input checked="" type="checkbox"/> DELETE	11 TITLE	President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MORRISON, JERRY L	12 NAME	Harvey Braswell
STREET ADDRESS	1111 W. MOCKINGBIRD LANE #1400	13 STREET ADDRESS	2828 N. Haskell 10th Fl Dallas TX 75204
CITY-ST-ZIP	DALLAS TX 75247-5014	14 CITY-ST-ZIP	
TITLE	VS <input checked="" type="checkbox"/> DELETE	21 TITLE	Secretary, Director <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KIRALY, THOMAS E	22 NAME	David W. Black
STREET ADDRESS	1111 W. MOCKINGBIRD LANE #1400	23 STREET ADDRESS	2828 N. Haskell 10th Fl Dallas TX 75204
CITY-ST-ZIP	DALLAS TX 75247-5014	24 CITY-ST-ZIP	
TITLE	DC <input checked="" type="checkbox"/> DELETE	31 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ESPING, PERRY E	32 NAME	Jeffrey A. Rich
STREET ADDRESS	1111 W. MOCKINGBIRD LANE #1400	33 STREET ADDRESS	2828 N. Haskell 10th Fl Dallas TX 75204
CITY-ST-ZIP	DALLAS TX 75247-5014	34 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	41 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		42 NAME	Henry Hortenstine
STREET ADDRESS		43 STREET ADDRESS	2828 N. Haskell 8th Floor Dallas TX 75204
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	51 TITLE	Treasurer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		52 NAME	Nancy P. Vineyard
STREET ADDRESS		53 STREET ADDRESS	3988 N. Central Expressway Dallas TX 75204
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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)(f), 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, with all other like empowered.

SIGNATURE: *Nancy P. Vineyard* Secretary Date: 2/8/99 Daytime Phone #: 214-841-6197

CR2E034 (1/98)