

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**Apr 30 1998 8:00am**  
**Secretary of State**

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F97000003779 (2)**  
 1. Corporation Name  
**SALERNO PROPERTIES, INC.**



Principal Place of Business <b>301 CONGRESS AVENUE, SUITE 1900 AUSTIN TX 78701</b>	Mailing Address <b>301 CONGRESS AVENUE, SUITE 1900 AUSTIN TX 78701</b>
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified <b>07/21/1997</b>	
4. FEI Number <b>52-2046205</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>		81 Name
		82 Street Address (P.O. Box Number is Not Acceptable)
		83
		84 City
		85 Zip Code

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 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 NAME STREET ADDRESS CITY-ST-ZIP	<b>PVC GIORDANI, LESLIE C 301 CONGRESS AVENUE, SUITE 1900 AUSTIN TX 78701</b> <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>VSTC SCHURIG, ELIZABETH M 301 CONGRESS AVENUE, SUITE 1900 AUSTIN TX 78701</b> <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<b>PD EDWARD M. FRAHLKY 200 CARTER'S GROVE LANE LYNCHBURG, VIRGINIA 24503</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<b>VSTC ROBERT M. SMITH, JR. 1450 S. DIXIE HWY, SUITE 101 DELA RAY, FL 33432</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or in an attachment with an address.

SIGNATURE: *[Signature]* *[Signature]*

CR2E034 (10/97)