

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

FILED

Feb 17 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000004387 (3)

1. Corporation Name
ROYAL MORTGAGE CORPORATION

Principal Place of Business
1000 BALLPARK WAY, STE 210
ARLINGTON TX 76011

Mailing Address
1000 BALLPARK WAY, STE 210
ARLINGTON TX 76011

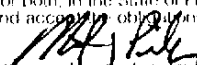


DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/20/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 75-2568991	
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	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				10. Name and Address of New Registered Agent			
PILGRIM, MICHAEL J 711 KETCH DRIVE NAPLES FL 34103				81	Name Pilgrim, Michael J.		
				82	Street Address (P.O. Box Number is Not Acceptable) 8889 Pelican Bay Blvd. Ste. #400		
				83			
				84	City Naples	85	Zip Code FL 34108

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  February 3, 1998
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP
	PCD	PILGRIM, MICHAEL J	711 KETCH DRIVE NAPLES FL	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		8889 Pelican Bay Blvd. Ste #400	Naples, TX 34108
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY - ST - ZIP
	VD	WENTSCH, DAVID	1000 BALLPARK WAY, STE 210 ARLINGTON TX	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY - ST - ZIP
	VS	PILGRIM, MICHAEL J	711 KETCH DRIVE NAPLES FL	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		8889 Pelican Bay Blvd. Ste. #400	Naples, TX 34108
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY - ST - ZIP
	D	CIURLINO, BRENT	700 NORTH PEARL STE 525 DALLAS TX	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY - ST - ZIP
	D	LANDES, KLAUS	LENBACHPLATZ 1/111 80333 MUNICH	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	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 on an attachment with an address.

SIGNATURE:  President 2/3/98 941-594-6998

CR2E034 (1097)