

**PROFIT
CORPORATION
ANNUAL REPORT
1998**


FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F97000005048 (0)

1. Corporation Name

RTO OPERATING, INC.

FILED

98 AUG 20 AM 11:41

SECRETARY OF STATE



Principal Place of Business

714 E. KIMBROUGH STREET
MESQUITE TX 75149

Mailing Address

714 E. KIMBROUGH STREET
MESQUITE TX 75149

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--|---------------------|---------------------|---------------------|---|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 09/26/1997 | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 57-1049364 | Applied For Not Applicable |
| 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 | |
| C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 | | | | 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

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 | PCEO <input checked="" type="checkbox"/> DELETE | 1.1 TITLE | PCEO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | WHITE, BILLY W SR | 1.2 NAME | James G. Steckart |
| STREET ADDRESS | 714 E. KIMBROUGH STREET | 1.3 STREET ADDRESS | 714 E. Kimbrough St |
| CITY-ST-ZIP | MESQUITE TX 75149 | 1.4 CITY-ST-ZIP | Mesquite, TX 75149 |
| TITLE | VSTO <input checked="" type="checkbox"/> DELETE | 2.1 TITLE | CFOTAS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | BREEDEN, DANIEL C JR | 2.2 NAME | John T. Egeland |
| STREET ADDRESS | 714 E. KIMBROUGH STREET | 2.3 STREET ADDRESS | 714 E. Kimbrough St. |
| CITY-ST-ZIP | MESQUITE TX 75149 | 2.4 CITY-ST-ZIP | Mesquite, TX 75149 |
| TITLE | CFO <input checked="" type="checkbox"/> DELETE | 3.1 TITLE | VP SOE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | BELT, K. D | 3.2 NAME | Tracy A. Schrader |
| STREET ADDRESS | 714 E. KIMBROUGH STREET | 3.3 STREET ADDRESS | 714 E. Kimbrough St. |
| CITY-ST-ZIP | MESQUITE TX 75149 | 3.4 CITY-ST-ZIP | Mesquite, TX 75149 |
| TITLE | D <input type="checkbox"/> DELETE | 4.1 TITLE | D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | JOHNSON, GEORGE D JR | 4.2 NAME | Billy W. White, Sr. |
| STREET ADDRESS | 714 E. KIMBROUGH STREET | 4.3 STREET ADDRESS | 714 E. Kimbrough St. |
| CITY-ST-ZIP | MESQUITE TX 75149 | 4.4 CITY-ST-ZIP | Mesquite, TX 75149 |
| TITLE | <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 5.2 NAME | 10000262221--5 |
| STREET ADDRESS | | 5.3 STREET ADDRESS | -08/21/98--01078--009 |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | ****558.75 ****558.75 |
| 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

Tracy A. Schrader, VP 8/19/98 (972) 892-3155

CR2E034 (5/98)