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FILED
Apr 14, 1999 8:00 am
Secretary of State

04-14-1999 90204 010 ***150.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F98000000040

1. Corporation Name

LINCOLN ONE CREDIT, INC.

Principal Place of Business

1505 FEDERAL ST.
DALLAS TX 75201

Mailing Address

1505 FEDERAL ST.
DALLAS TX 75201

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

01/05/1998

4. FEI Number

APPLIED FOR

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation owes the current year Intangible
Personal Property Tax.

Yes No

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	DCOB	<input type="checkbox"/> DELETE
NAME	POGUE, MACK	
STREET ADDRESS	1505 FEDERAL ST.	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	BYRNE, TIMOTHY	
STREET ADDRESS	1505 FEDERAL ST.	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	VST	<input type="checkbox"/> DELETE
NAME	DAVIS, NANCY A	
STREET ADDRESS	1505 FEDERAL ST.	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	VAS	<input type="checkbox"/> DELETE
NAME	JACKS, DAN	
STREET ADDRESS	1505 FEDERAL ST.	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	EVERETT, LEIGH ANN	
STREET ADDRESS	1505 FEDERAL ST.	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, with all other officers, directors, and shareholders.

SIGNATURE: Leigh Ann Everett

Asst. Secretary

4-5-99 (214) 740-4411

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (1/98)