

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

0542391

PROFIT CORPORATION
ANNUAL REPORT
1999

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

DOCUMENT # F98000002302

1. Corporation Name
ART GEORGETOWN, INC.

Principal Place of Business
10670 NORTH CENTRAL EXPRESSWAY, STE. 600
DALLAS TX 75231

Mailing Address
10670 NORTH CENTRAL EXPRESSWAY, STE. 600
DALLAS TX 75231

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

9. Name and Address of Current 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

FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1505, 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 filer if applicable

(NOTE: Registered Agent signature required when changing registered agent.)

(SEE)

12. OFFICERS AND DIRECTORS	
TITLE	P D
NAME	PAULSON, RANDALL M
STREET ADDRESS	10670 NORTH CENTRAL EXPRESSWAY, STE. 600
CITY-STATE-ZIP	DALLAS TX 75231
TITLE	V
NAME	BARTON, D. BRIAN
STREET ADDRESS	10670 NORTH CENTRAL EXPRESSWAY, STE. 600
CITY-STATE-ZIP	DALLAS TX 75231
TITLE	V
NAME	CANON, JAMES D III
STREET ADDRESS	10670 NORTH CENTRAL EXPRESSWAY, STE. 600
CITY-STATE-ZIP	DALLAS TX 75231
TITLE	V
NAME	ENDENDYK, BRUCE A
STREET ADDRESS	10670 NORTH CENTRAL EXPRESSWAY, STE. 600
CITY-STATE-ZIP	DALLAS TX 75231
TITLE	V
NAME	HOLLAND, THOMAS A
STREET ADDRESS	10670 NORTH CENTRAL EXPRESSWAY, STE. 600
CITY-STATE-ZIP	DALLAS TX 75231
TITLE	V
NAME	WELCH, STEWART N
STREET ADDRESS	10670 NORTH CENTRAL EXPRESSWAY, STE. 600
CITY-STATE-ZIP	DALLAS TX 75231

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
11 TITLE	[] Change [X] Addition
12 NAME	Secretary & Director Robert A. Weidman
13 STREET ADDRESS	10670 N. Central Expressway #600
14 CITY-STATE-ZIP	Dallas TX 75231
21 TITLE	[] Change [] Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-STATE-ZIP	
31 TITLE	[] Change [] Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-STATE-ZIP	
41 TITLE	[] Change [] Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-STATE-ZIP	
51 TITLE	[] Change [] Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-STATE-ZIP	
61 TITLE	[] Change [] Addition
62 NAME	
63 STREET ADDRESS	
64 CITY-STATE-ZIP	

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-03/16/99--0111--004
****150.00
[] Change [] Addition

2/23/99
2/24/99 4:30
3/10/99

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Robert A. Weidman

2/23/99

2/24/99 4:30

2/24/99 4:30

CR2E034 (1/198)