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May 10, 1999 8:00 am
Secretary of State

05-10-1999 90242 028 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F98000003760

1. Corporation Name

TCSE REALTY SERVICES, INC.



Principal Place of Business 2001 ROSS AVENUE, SUITE 3400 DALLAS TX 75201	Mailing Address 2001 ROSS AVENUE, SUITE 3400 DALLAS TX 75201
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/01/1998	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 75-2767187	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input 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 the current year intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525				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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	P/D / CEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	APPLE, JAMES W JR	1.2 NAME	
STREET ADDRESS	110 CHARLOTTE PLAZA, 201 SOUTH COLLEGE ST	1.3 STREET ADDRESS	121 W. Trade St. 19th Floor
CITY-ST-ZIP	CHARLOTTE NC 28244	1.4 CITY-ST-ZIP	Charlotte NC 28202
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COE, RICHARD H	2.2 NAME	
STREET ADDRESS	2001 ROSS AVENUE, #3400	2.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75201	2.4 CITY-ST-ZIP	
TITLE	TEV <input type="checkbox"/> DELETE	3.1 TITLE	T/EV / Asst Sec <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEISER, WILLIAM P	3.2 NAME	
STREET ADDRESS	2001 ROSS AVENUE, #3400	3.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75201	3.4 CITY-ST-ZIP	
TITLE	EVD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LIPPE, GEORGE L	4.2 NAME	
STREET ADDRESS	2001 ROSS AVENUE, #3400	4.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75201	4.4 CITY-ST-ZIP	
TITLE	EVD <input type="checkbox"/> DELETE	5.1 TITLE	EV <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NAKAHARA, ASUKA	5.2 NAME	
STREET ADDRESS	2001 ROSS AVENUE, #3400	5.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75201	5.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SAVINO, REBECCA M	6.2 NAME	
STREET ADDRESS	2001 ROSS AVENUE, #3400	6.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75201	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 like empowered.

SIGNATURE:

Rebecca M. Savino **Rebecca M. Savino** 4/20/99 214/863-3000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

Officers

Exhibit A

TCSE REALTY SERVICES, INC.

✓ APPLE, JR., JAMES W. 121 WEST TRADE STREET, 19TH FLOOR CHARLOTTE, NC 28202		PRESIDENT
✓ APPLE, JR., JAMES W. 121 WEST TRADE STREET, 19TH FLOOR CHARLOTTE, NC 28202		CHIEF EXECUTIVE OFFICER
BLACKWELL, H. PRYOR 2001 ROSS AVENUE, #3400 DALLAS, TX 75201	Addition	EXECUTIVE VICE-PRESIDENT
✓ COE, RICHARD H. 2001 ROSS AVENUE, #3400 DALLAS, TX 75201		VICE-PRESIDENT
CULPEPPER, JAMES H. 121 WEST TRADE STREET, 19TH FLOOR CHARLOTTE, NC 28202	Addition	EXECUTIVE VICE-PRESIDENT
FAISON, HENRY J. 121 WEST TRADE STREET, 19TH FLOOR CHARLOTTE, NC 28202	Addition	EXECUTIVE VICE-PRESIDENT
LEISER, WILLIAM P. 2001 ROSS AVENUE, #3400 DALLAS, TX 75201		TREASURER
LEISER, WILLIAM P. 2001 ROSS AVENUE, #3400 DALLAS, TX 75201		ASST SECRETARY
✓ LEISER, WILLIAM P. 2001 ROSS AVENUE, #3400 DALLAS, TX 75201		EXECUTIVE VICE-PRESIDENT
LINDEMANN, III, ALBERT P. 121 W. TRADE STREET, 19TH FLOOR CHARLOTTE, NC 28202	Addition	EXECUTIVE VICE-PRESIDENT
✓ LIPPE, GEORGE L. 2001 ROSS AVENUE, #3400 DALLAS, TX 75201		EXECUTIVE VICE-PRESIDENT
MADDUX, WILLIAM C. 303 W. MADISON STREET, #1800 CHICAGO, IL 60606	Addition	EXECUTIVE VICE-PRESIDENT / Director
MORGAN, JOHN D. FIVE CONCOURSE PARKWAY, SUITE 2000 ATLANTA, GA 30328	Addition	EXECUTIVE VICE-PRESIDENT
✓ NAKAHARA, ASUKA 2001 ROSS AVENUE, #3400 DALLAS, TX 75201		EXECUTIVE VICE-PRESIDENT
NORWOOD, PHILIP W. 121 WEST TRADE STREET, 19TH FLOOR CHARLOTTE, NC 28202	Addition	EXECUTIVE VICE-PRESIDENT

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TCSE REALTY SERVICES, INC.

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PANTLIN, LAWRENCE M.
FIVE CONCOURSE PARKWAY, SUITE 2000
ATLANTA, GA 30328

VICE-PRESIDENT

Addition

✓ SAVINO, REBECCA M.
2001 ROSS AVENUE, #3400
DALLAS, TX 75201

SECRETARY

SHIELDS, COY E.
121 WEST TRADE STREET, 19TH FLOOR
CHARLOTTE, NC 28202

EXECUTIVE VICE-PRESIDENT

Addition

SULENTIC, ROBERT E.
2001 ROSS AVENUE, #3400
DALLAS, TX 75201

EXECUTIVE VICE-PRESIDENT

Addition

TEAGUE, FRANCIS B.
121 WEST STREET TRADE STREET, 19TH FLOOR
CHARLOTTE, NC 28202

VICE-PRESIDENT

Addition

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Directors

Exhibit A

TCSE REALTY SERVICES, INC.

✓ APPLE, JR., JAMES W.

121 WEST TRADE STREET, 19TH FLOOR
CHARLOTTE, NC 28202

✓ LIPPE, GEORGE L.

2001 ROSS AVENUE, #3400
DALLAS, TX 75201

MADDUX, WILLIAM C.

303 W. MADISON STREET, #1800
CHICAGO, IL 60606