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FILED
Jun 25 1998 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1998



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

DOCUMENT # G67183 (5) 714
 1. Corporation Name
CPW SYSTEMS, INC. **JAN 20 1998** **2184**



Principal Place of Business Mailing Address

**FDIC 1201 W PEACHTREE ST
 STE 1800
 ATLANTA GA 30309
 US**

**FDIC 1201 W PEACHTREE ST
 STE 1800
 ATLANTA GA 30309
 US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
10/31/1983

4. FEI Number **59-2463580** 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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business

21 **FDIC 1910 Pacific Ave.**
 Suite, Apt. #, etc

22 **Dallas, TX**
 City & State

23 **75201**
 Zip

24 **USA**
 Country

25 **USA**
 Country

26 **FDIC 1910 Pacific Ave.**
 Suite, Apt. #, etc

27 **Dallas, TX**
 City & State

28 **75201**
 Zip

29 **USA**
 Country

30 **USA**
 Country

8. Name and Address of Current Registered Agent

**CT 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 607.0507 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 _____ (NOTE: Registered Agent signature required when registering) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
DP	THOMPSON, GARY	FDIC 1201 W PEACHTREE ST, STE 1800	ATLANTA GA	<input checked="" type="checkbox"/>
DVAS	RAY, PATRICIA J	FDIC 1201 W PEACHTREE ST, STE 1800	ATLANTA GA	<input checked="" type="checkbox"/>
DVAS	FARRELL, CHARLES P	FDIC 1201 W PEACHTREE ST, STE 1800	ATLANTA GA	<input checked="" type="checkbox"/>
DST	LOCKWOOD, LAWRENCE W.	FDIC 1201 W PEACHTREE ST, STE 1800	ATLANTA GA	<input checked="" type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE	Change	Addition
DP	Mel Yarbrough	1910 Pacific Ave.	Dallas, TX 75201	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
DP	Daniel M. Bell	1910 Pacific Ave.	Dallas, TX 75201	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
DST	John S. Schug	1910 Pacific Ave.	Dallas, TX 75201	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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: *Mel Yarbrough* *Daniel M. Bell* *John S. Schug* **6/11/98 972-261-8044**

CR2E034 (10/97)