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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION
ANNUAL REPORT
1995 4-27-95



FLORIDA DEPARTMENT OF STATE
Sandra D. Northam
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **J47281** (7)
1. Corporation Name
TALVEST INC.

Principal Place of Business Mailing Address
% INTERSHOP MANAGEMENT
5430 LBJ FRWY., SUITE #850
DALLAS TX 75240

2. Principal Place of Business 2a. Mailing Address
21 **13455 NOEL ROAD** 26 **13455 NOEL ROAD**
Suite, Apt. #, etc. Suite, Apt. #, etc.
22 **SUITE 1100** 27 **SUITE 1100**
City & State City & State
23 **DALLAS TEXAS** 28 **DALLAS TEXAS**
Zip Country Zip Country
24 **75240 USA** 25 **USA** 29 **75240 USA** 30 **USA**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified **12/16/1986** 3a. Date of Last Report **02/15/1994**

4. FEI Number **75-2147549** 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 has liability for intangible tax under S. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City **FL** B5 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 _____ DATE _____
Signature typed or printed name of registered agent and fee if applicable. NOTE: Registered Agent signature required when registering.

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DP RODER, HEINZ BLEICHERWEG 33 ZURICH, SWITZ.	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VSD KAUFMANN, JOSEPH A. BLEICHERWEG 33 ZURICH, SWITZ.	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	T PRIEST, PAT 5430 LBJ FRWY., STE. 850 DALLAS TX	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I further certify that the information included 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 of this report, or on an attachment, if any, attached.

SIGNATURE:  **PAT PRIEST, VICE PRESIDENT** 4-18-95 214-774-4100
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date (Typed Name)