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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P07614

1. Corporation Name LEE M. BASS, INC.

Principal Place of Business 2300 FIRST CITY BANK TOWER 201 MAIN STREET FT. WORTH TX 76102

Mailing Address 2300 FIRST CITY BANK TOWER 201 MAIN STREET FT. WORTH TX 76102



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 10/02/1985
4. FEI Number 75-2024816
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. No

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

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
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 VPF PETER STERLING
NAME PETER STERLING
STREET ADDRESS 201 MAIN STREET, SUITE 2300
CITY-ST-ZIP FORT WORTH TE
TITLE VD COTHAM, W. ROBERT
NAME COTHAM, W. ROBERT
STREET ADDRESS 201 MAIN STREET
CITY-ST-ZIP FT. WORTH TX
TITLE P MEDARY, WILLIAM H.
NAME MEDARY, WILLIAM H.
STREET ADDRESS 201 MAIN STREET
CITY-ST-ZIP FT. WORTH TX
TITLE V GREVE, JAMES
NAME GREVE, JAMES
STREET ADDRESS 201 MAIN STREET
CITY-ST-ZIP FT. WORTH TX
TITLE T REESE, GARY W
NAME REESE, GARY W
STREET ADDRESS 201 MAIN S T.
CITY-ST-ZIP FT. WORTH TX

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE Change 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 like empowered.

SIGNATURE: [Signature] 3-3-99 817-390-8400
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Robert Cotnam Date Daytime Phone #

CR2E034 (11/98)