

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

FILED
Apr 28 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P10490 (1)
1. Corporation Name
REGENCY RETIREMENT GROUP, INCORPORATED

Principal Place of Business 6363 WOODWAY, SUITE 1000 HOUSTON TX 77057	Mailing Address 6363 WOODWAY, SUITE 1000 HOUSTON TX 77057
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/19/1986	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 76-0185233		Applied For <input type="checkbox"/> 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	30		8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent STEARNS, WEAVER, MILLER ETAL 1 BISCAYNE TOWER 28TH FLOOR MIAMI FL 33131				10. Name and Address of New Registered Agent	
				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DV	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DINERSTEIN, W E	1.2 NAME	
STREET ADDRESS	6363 WOODWAY #1000	1.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	1.4 CITY-ST-ZIP	
TITLE	DV	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DINERSTEIN, T H	2.2 NAME	
STREET ADDRESS	6363 WOODWAY #1000	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	2.4 CITY-ST-ZIP	
TITLE	SD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CALTAGIRONE, VINCENT T.	3.2 NAME	
STREET ADDRESS	6363 WOODWAY #1000	3.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	3.4 CITY-ST-ZIP	
TITLE	DP	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DINERSTEIN, JACK	4.2 NAME	
STREET ADDRESS	6363 WOODWAY #1000	4.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	4.4 CITY-ST-ZIP	
TITLE	AS	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HUSMANN, RANDALL	5.2 NAME	
STREET ADDRESS	6363 WOODWAY DR #1000	5.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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, unchanged, or on an attachment with an address.

SIGNATURE: *Randall Husmann* CFO: *Randall Husmann* 4/17/98 713-977-4544

CR2E034 (10/97)