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FILED
May 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P15812 (1)
 1. Corporation Name
2728 HOLDING CORPORATION



Principal Place of Business: **P.O. BOX 19000, 3333 LEE PARKWAY, DALLAS TX 75219**
 Mailing Address: **BOX 199000 3333 LEE PKWY, 3333 LEE PARKWAY, DALLAS TX 75219-5111, US**

3. Date Incorporated or Qualified: **09/03/1987**
 3a. Date of Last Report: **05/01/1996**
 4. FEI Number: **75-1823810** 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

2. Principal Place of Business: **21 P.O. BOX 199000**
 Suite, Apt. #, etc.: **22**
 City & State: **23 DALLAS, TX**
 Zip: **24 75219** Country: **25**
 2a. Mailing Address: **26 P.O. BOX 199000**
 Suite, Apt. #, etc.: **27**
 City & State: **28 DALLAS, TX**
 Zip: **29 75219** Country: **30**

g. Name and Address of Current Registered Agent

**C T 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 607.0502 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	PD	<input type="checkbox"/> DELETE
NAME	ELLER, TIMOTHY R	
STREET ADDRESS	3333 LEE PARKWAY	
CITY-ST-ZIP	DALLAS TX	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	GILLILAN, WILLIAM J., III	
STREET ADDRESS	3333 LEE PARKWAY	
CITY-ST-ZIP	DALLAS TX	
TITLE	EV	<input type="checkbox"/> DELETE
NAME	HANNIGAN, ANDREW J.	
STREET ADDRESS	3333 LEE PARKWAY	
CITY-ST-ZIP	DALLAS TX	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HARVEY, RICHARD C.	
STREET ADDRESS	3333 LEE PARKWAY	
CITY-ST-ZIP	DALLAS TX	
TITLE	EV	<input type="checkbox"/> DELETE
NAME	MULLER, STEVEN R.	
STREET ADDRESS	3333 LEE PARKWAY	
CITY-ST-ZIP	DALLAS TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HIRSCH, LAURENCE E.	
STREET ADDRESS	3333 LEE PARKWAY	
CITY-ST-ZIP	DALLAS TX	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	ELLER, TIMOTHY R	
1.3 STREET ADDRESS	2728 NORTH HARWOOD STREET	
1.4 CITY-ST-ZIP	DALLAS, TX 75201	
2.1 TITLE	CD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	GILLILAN, WILLIAM J., III	
2.3 STREET ADDRESS	2728 NORTH HARWOOD STREET	
2.4 CITY-ST-ZIP	DALLAS, TX 75201	
3.1 TITLE	EV	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	HANNIGAN, ANDREW J.	
3.3 STREET ADDRESS	2728 NORTH HARWOOD STREET	
3.4 CITY-ST-ZIP	DALLAS, TX 75201	
4.1 TITLE	V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	HARVEY, RICHARD C.	
4.3 STREET ADDRESS	2728 NORTH HARWOOD STREET	
4.4 CITY-ST-ZIP	DALLAS, TX 75201	
5.1 TITLE	EV	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	MULLER, STEVEN R.	
5.3 STREET ADDRESS	2728 NORTH HARWOOD STREET	
5.4 CITY-ST-ZIP	DALLAS, TX 75201	
6.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	HIRSCH, LAURENCE E.	
6.3 STREET ADDRESS	2728 NORTH HARWOOD STREET	
6.4 CITY-ST-ZIP	DALLAS, TX 75201	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(c), 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.

CR2E034 (9/96)

CORPORATION:

2728 HOLDING CORPORATION

THE MAILING ADDRESS OF ALL OFFICERS AND DIRECTORS LISTED BELOW IS:

2728 N. HARWOOD STREET
DALLAS, TEXAS 75201

DIRECTORS:

Timothy R. Eller
William J Gillilan III
Laurence E. Hirsch

Chairman	William J Gillilan III
President and Chief Executive Officer	Timothy R. Eller
Executive Vice President	Thomas M. Boyce
Executive Vice President and Chief Operating Officer	Andrew J. Hannigan
Executive Vice President	Robert D. Hillmann
Executive Vice President	Steven R. Muller
Executive Vice President	Richard L. Sconyers
Executive Vice President	Joel C. Sowers, Jr.
Vice President-Finance, Treasurer and Assistant Secretary	Melvin M. Chadwick
Vice President	Richard C. Harvey
Vice President, Regional General Counsel and Assistant Secretary	F. Timothy Hoyt, Jr.
Vice President-Information Systems	Charles Irsch
Vice President	Joseph Luciani
Vice President	Joseph S. Powell
Vice President and Secretary	Raymond G. Smerge
Vice President-Sales and Marketing	Douglas Stempowski
Vice President, Regional General Counsel and Assistant Secretary	Burgess N. Trank, Jr.
Vice President, Regional General Counsel and Assistant Secretary	James B. Watkins
Vice President	David C. Wheatley
Controller-General Accounting	Renee Wales
Assistant Vice President	John D. Carpenter
Assistant Vice President	Rodney E. Cummickel
Assistant Vice President	Jeff A. Mason
Assistant Secretary	Larry E. Aulenbach
Assistant Secretary	Daniel L. Barnobi
Assistant Secretary	Connie D. Beale
Assistant Secretary	Patrick M. Bibb
Assistant Secretary	David C. Blessing
Assistant Secretary	Bruce L. Bodart
Assistant Secretary	Kathleen D. Breland
Assistant Secretary	Jeffrey P. Carlson
Assistant Secretary	Mathew Christensen

(2/18/97)

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HOME BUILDING RELATED COMPANIES (26)