

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

FILED
May 18 1998 8:00am
Secretary of State

| | | |
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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|--|---|---|

DOCUMENT # P17926 (7)

1. Corporation Name
QUORUM REAL ESTATE SERVICES CORPORATION



| | |
|--|---|
| Principal Place of Business 8000 RF MCDERMOTT FWY STE 600 SAN ANTONIO TX 78230 US | Mailing Address 8000 ROBERT F MCDERMOTT FWY 600 SAN ANTONIO TX 78230-3684 US |
|--|---|

DO NOT WRITE IN THIS SPACE

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

| | |
|---|--|
| 3. Date Incorporated or Qualified 02/08/1988 | |
| 4. FEI Number 74-2487021 | Applied For <input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

| |
|--|
| 81. Name |
| 82. Street Address (P.O. Box Number is Not Acceptable) |
| 83. City |
| 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)


12. OFFICERS AND DIRECTORS

| | | |
|----------------|--|--|
| TITLE | PD | <input type="checkbox"/> DELETE |
| NAME | KELLEY, EDWARD B. | |
| STREET ADDRESS | 8000 RF MCDERMOTT FWY., STE 600 | |
| CITY-ST-ZIP | SAN ANTONIO TX | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | HAWKINS, VAL | |
| STREET ADDRESS | 8000 RF MCDERMOTT FWY | |
| CITY-ST-ZIP | SAN ANTONIO TX | |
| TITLE | VS | <input type="checkbox"/> DELETE |
| NAME | BEEWALD, RANDAL R | |
| STREET ADDRESS | 8000 RF MCDERMOTT FWY., STE 600 | |
| CITY-ST-ZIP | SAN ANTONIO TX | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | SEALE, DAVID | |
| STREET ADDRESS | 8000 RF MCDERMOTT FWY | |
| CITY-ST-ZIP | SAN ANTONIO FL | |
| TITLE | AVP | <input checked="" type="checkbox"/> DELETE |
| NAME | KING, STEPHEN S | |
| STREET ADDRESS | 8000 RF MCDERMOTT FWY | |
| CITY-ST-ZIP | SAN ANTONIO TX | |
| TITLE | USVP | <input type="checkbox"/> DELETE |
| NAME | DUNCAN, T. PATRICK | |
| STREET ADDRESS | 8000 RF MCDERMOTT FWY | |
| CITY-ST-ZIP | SAN ANTONIO TX | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|--------------------|--|--|
| 1.1 TITLE | DVT | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 1.2 NAME | David M. Holmes | |
| 1.3 STREET ADDRESS | 8000 Robert F. McDermott Fwy #600 | |
| 1.4 CITY-ST-ZIP | San Antonio, TX 78230 | |
| 2.1 TITLE | DV | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 2.2 NAME | S. Wayne Peacock | |
| 2.3 STREET ADDRESS | 8000 Robert F. McDermott Fwy #600 | |
| 2.4 CITY-ST-ZIP | San Antonio, TX 78230 | |
| 3.1 TITLE | DAVP | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 3.2 NAME | Stanley R. Alterman | |
| 3.3 STREET ADDRESS | 8000 Robert F. McDermott Fwy #600 | |
| 3.4 CITY-ST-ZIP | San Antonio, TX 78230 | |
| 4.1 TITLE | AVP | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 4.2 NAME | Patricia R. Martin | |
| 4.3 STREET ADDRESS | 8000 Robert F. McDermott Fwy #600 | |
| 4.4 CITY-ST-ZIP | San Antonio, TX 78230 | |
| 5.1 TITLE | D | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 5.2 NAME | Dean Patrinely | |
| 5.3 STREET ADDRESS | 8000 Robert F. McDermott Fwy #600 | |
| 5.4 CITY-ST-ZIP | San Antonio, TX 78230 | |
| 6.1 TITLE | Asst S | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 6.2 NAME | Stevens E. Tombrink | |
| 6.3 STREET ADDRESS | 8000 Robert F. McDermott Fwy #600 | |
| 6.4 CITY-ST-ZIP | San Antonio, TX 78230 | |

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  **Randal R. Seewald**
 Vice President 4/13/98 (210) 498-7993

CR2E034 (10/97)

PROFIT CORPORATION ANNUAL REPORT - FLORIDA, 1998

QUORUM REAL ESTATE SERVICES CORPORATION

Continuation of #13:

Addition:

| | | |
|-----|-----------------|---|
| 7.1 | Title: | Asst. S |
| 7.2 | Name: | Burnett, Richard G. |
| 7.3 | Street Address: | 8000 Robert F. McDermott Fwy, Suite 600 |
| 7.4 | City-St-Zip: | San Antonio, Texas 78230-3884 |