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PROFIT CORPORATION ANNUAL REPORT 1999

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

DOCUMENT # P17926 (7)

1. Corporation Name
QUORUM REAL ESTATE SERVICES CORPORATION
8000 Robert F. McDermott Fwy, Suite 600
San Antonio, TX 78230-3884

Principal Place of Business
8000 Robert F. McDermott Fwy Suite 600
San Antonio, TX 78230-3884

Mailing Address
8000 Robert F. McDermott Fwy Suite 600
San Antonio, TX 78230-3884

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
2/08/1988

21	2. Principal Place of Business 9830 Colonnade Blvd.	2a. Mailing Address 9830 Colonnade Blvd.
22	Suite, Apt. #, etc. Suite 600	Suite, Apt. #, etc. Suite 600
23	City & State San Antonio, Texas	City & State San Antonio, Texas
24	Zip 78230-2239	Country USA
25	Country USA	Zip 78230-2239
26	Country USA	Zip 78230-2239
27	Country USA	Zip 78230-2239
28	Country USA	Zip 78230-2239
29	Country USA	Zip 78230-2239
30	Country USA	Zip 78230-2239

4. FEI Number
74-2487021

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 owes the current year Intangible Personal Property Tax. 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

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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	Edward B. Kelley	
STREET ADDRESS	9830 Colonnade Suite 600	
CITY-ST-ZIP	San Antonio, TX 78230-2239	
TITLE	D	<input type="checkbox"/> DELETE
NAME	Val Hawkins	
STREET ADDRESS	9830 Colonnade, Suite 600	
CITY-ST-ZIP	San Antonio, TX 78230-2239	
TITLE	DVS	<input type="checkbox"/> DELETE
NAME	Randal R. Seewald	
STREET ADDRESS	9830 Colonnade, Suite 600	
CITY-ST-ZIP	San Antonio, TX 78230-2239	
TITLE	D	<input type="checkbox"/> DELETE
NAME	David Seale	
STREET ADDRESS	9830 Colonnade, Suite 600	
CITY-ST-ZIP	San Antonio, TX 78230-2239	
TITLE	DSVP	<input type="checkbox"/> DELETE
NAME	T. Patrick Duncan	
STREET ADDRESS	9830 Colonnade, Suite 600	
CITY-ST-ZIP	San Antonio, TX 78230-2239	
TITLE	DVT	<input type="checkbox"/> DELETE
NAME	David M. Holmes	
STREET ADDRESS	9830 Colonnade, Suite 600	
CITY-ST-ZIP	San Antonio, TX 78230-2239	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	AVP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Thomas C. Bothen	
1.3 STREET ADDRESS	9830 Colonnade, Suite 600	
1.4 CITY-ST-ZIP	San Antonio, TX 78230-2239	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I hereby certify that the above information 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 individuals empowered.

SIGNATURE: Randal R. Seewald Vice President 3/29/99 (210) 498-7993
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)