

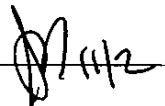
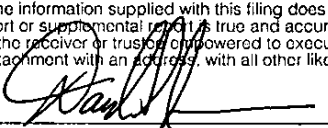


# 2005 FOR PROFIT CORPORATION AMENDED ANNUAL REPORT

<b>DOCUMENT # P22789</b> 1. Entity Name <b>CARTER &amp; BURGESS, INC.</b>						<b>FILED</b> <b>05 NOV -2 PM 4: 00</b> <b>SECRETARY OF STATE</b> <b>TALLAHASSEE, FLORIDA</b>	
Principal Place of Business <b>777 MAIN STREET</b> <b>FORT WORTH, TX 76102-5304</b>				Mailing Address <b>P.O. BOX 901058</b> <b>FORT WORTH, TX 76101-2058</b>			
2. Principal Place of Business  Suite, Apt. #, etc.		3. Mailing Address  Suite, Apt. #, etc.					
City & State		City & State					
Zip	Country	Zip	Country				
6. Name and Address of Current Registered Agent  <b>CT CORPORATION SYSTEM</b> <b>C/O CT CORPORATION SYSTEM</b> <b>1200 SOUTH PINE ISLAND ROAD</b> <b>PLANTATION, FL 33324</b>				7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City			
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.				4. FEI Number <b>75-1246210</b>			
5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>				Applied For Not Applicable			
SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>				DATE _____			
<b>Amended AR is \$61.25</b>		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/>		<b>\$5.00 May Be Added to Fees</b>			
<b>10. OFFICERS AND DIRECTORS</b>				<b>11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11</b>			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD WATTS, BENJAMIN G 777 MAIN ST FORT WORTH, TX 76102			TITLE NAME STREET ADDRESS CITY-ST-ZIP	600061114336 11/02/05--01032--003 **61.25		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD EVANS, FRED H 777 MAIN ST FORT WORTH, TX 76102			TITLE NAME STREET ADDRESS CITY-ST-ZIP	VDS EVANS, FRED H. 777 MAIN ST. FORT WORTH, TX 76102		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD WATTS, BEN 1000 LEGION PL SUITE 1400 ORLANDO, FL 32801			TITLE NAME STREET ADDRESS CITY-ST-ZIP	200061114372 11/02/05--01032--004 **8.75		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD DEATON, PHILLIP 7950 ELM BROOK DR SUITE 250 DALLAS, TX 75247			TITLE NAME STREET ADDRESS CITY-ST-ZIP			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V JOHNSON, DAVID S 777 MAIN ST FORT WORTH, TX 76102			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VDS KARR, RUSSELL A 777 MAIN ST FORT WORTH, TX 76102			TITLE NAME STREET ADDRESS CITY-ST-ZIP	SEE ATTACHED		
12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.							
<b>SIGNATURE:</b>  <b>DAVID S. JOHNSON, SUP</b> <b>11/1/05 (817) 735-6115</b>							

**Carter & Burgess, Inc.**  
**777 Main Street**  
**Fort Worth, Texas 76102**  
**(817) 735-6000**

**CORPORATE OFFICERS AS OF SEPTEMBER 15, 2005**  
**AMENDED ANNUAL REPORT**  
**DOCUMENT #P22789**

Name	Title	Address	Directors
Deaton, J. Phillip	Chairman of the Board of Directors	7950 Elmbrook Drive, Suite 250, Dallas, TX 75247	Yes
Edwards, Randy F.	Facilities Division Manager	777 Main St., Ft. Worth, TX 76102-5304	
Evans, Fred H.	Secretary, Vice Chairman of the Board of Directors	777 Main St., Ft. Worth, TX 76102-5304	Yes
Hearnsberger, Roy G.	Board of Directors	55 Waugh Drive, Ste. 300, Houston, TX 77007-5833	Yes
Johnson, David S.	Chief Financial Officer	777 Main St., Ft. Worth, TX 76102-5304	
Loyd, Anthony W.	Board of Directors	4 Hutton Centre Dr., Ste. 800, Santa Ana, CA 92707	Yes
Meyer, Bradford S.	Managing Principal, Land Development Division	777 Main St., Ft. Worth, TX 76102-5304	Yes
Nein, Brett	Vice President, Land Development	6363 N.W. 6 Way, Suite 300, Ft. Lauderdale, FL 33309	
Nelson, Kevin P.	Managing Principal, Transportation Division	777 Main St., Ft. Worth, TX 76102-5304	
Seeley, Stephen	Vice President, Land Development	6363 N.W. 6 Way, Suite 300, Ft. Lauderdale, FL 33309	Yes
Waibel, Dennis R.	Board of Directors	6655 Bermuda Rd., Las Vegas, NV 89119-3605	Yes
Watts, Benjamin G.	President / CEO	777 Main St., Ft. Worth, TX 76102-5304	Yes

**Carter & Burgess**

777 Main Street  
P.O. Box 901058  
Fort Worth, Texas 76101-2058  
Phone: 817.735.6000  
Fax: 817.735.6148  
www.c-b.com

October 14, 2005

Florida Dept. of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Certified Copy Request, Carter & Burgess, Inc., Amended Annual Report

Please find enclosed an Amended Annual Report for 2005, for Carter & Burgess, Inc.  
along with the fee of \$61.25.

I would like to request a certified copy of the above document after it is filed. The fee of  
\$8.75 is enclosed.

Please return the certified copy to me at:

Carter & Burgess, Inc.  
Attn: Sandra Flores  
777 Main Street  
Fort Worth, TX 76102-5304

If you have any questions or need additional information, please contact me at (817) 735-  
6774.

Sincerely,



Sandra Flores, CPA  
Senior Accountant