


2008 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Apr 15, 2008 8:00 am
Secretary of State

04-15-2008 90023 004 ***150.00

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| DOCUMENT # P22789 |  |
| 1. Entity Name CARTER & BURGESS, INC. | |

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| Principal Place of Business 777 MAIN STREET FORT WORTH, TX 76102-5304 | Mailing Address P.O. BOX 901058 FORT WORTH, TX 76101-2058 |
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| | |
|--|---------------------|
| 2. Principal Place of Business - No P.O. Box # | 3. Mailing Address |
| Suite, Apt. #, etc. | Suite, Apt. #, etc. |
| City & State | City & State |
| Zip | Country |

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04032008 Chg-P CR2E034 (12/06)

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| 4. FEI Number 75-1246210 | Applied For <input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 6. Name and Address of Current Registered Agent CT CORPORATION SYSTEM C/O CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324 | |
| 7. Name and Address of New Registered Agent | |
| Name | |
| Street Address (P.O. Box Number is Not Acceptable) | |
| City | FL Zip Code |

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.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

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| FILE NOW!!! FEE IS \$150.00 After May 1, 2008 Fee will be \$550.00 | 9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees |
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| 10. OFFICERS AND DIRECTORS | | 11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11 | |
|--|--|---|--|
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | PD WATTS, BENJAMIN G 777 MAIN ST FORT WORTH, TX 76102 <input checked="" type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | VP Clement, Robert M 777 Main Street Fort Worth, TX 76102-5304 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | VDS EVANS, FRED H 777 MAIN ST FORT WORTH, TX 76102 <input checked="" type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | VP Kunberger, George A Two Ash St., Ste. 3000 Conshohocken, PA 19438 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | VD LOYD, ANTHONY 4 HUTTON CENTRE DR. STE. 800 SANTA ANA, CA 92707 <input checked="" type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | S Markley, III, William C. 1111 S. Arroyo Parkway Pasadena, CA 91105 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | VD MEYER, BRADFORD 777 MAIN ST FORT WORTH, TX 76102 <input checked="" type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | TD Prosser, Jr., John W. 1111 S. Arroyo Parkway Pasadena, CA 91105 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | V JOHNSON, DAVID S 777 MAIN ST FORT WORTH, TX 76102 <input checked="" type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | D McLachlan, John 1111 S. Arroyo Parkway Pasadena, CA 91105 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | COBD PHILLIP, DEATON J 7950 ELMBROOK DRIVE, SUITE 250 DALLAS, TX 75247 <input checked="" type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | D Martin, Craig L. 1111 S. Arroyo Parkway Pasadena, CA 91105 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |

12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, 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.

SIGNATURE:  **John W. Prosser, Jr.** 4/9/08 (626) 578-3500
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

ATTACHMENT

60023197

Carter & Burgess, Inc.

FEIN: 75-1246210

DOCUMENT # P22789

| Title | Name | Business Address |
|-----------------|-------------------------|--|
| Vice President | Robert M. Clement | 777 Main Street Fort Worth, TX 76102-5304 |
| Vice President | George A. Kunberger | Two Ash Street, Suite 3000 Conshohocken, PA 19428 |
| Treasurer | John W. Prosser, Jr. | 1111 S. Arroyo Parkway Pasadena, CA 91105 |
| Secretary | William C. Markley, III | 1111 S. Arroyo Parkway Pasadena, CA 91105 |
| Asst. Secretary | Curtis A Fisher | 1041 E. Butler Rd. Greenville, SC 29607 |
| Asst. Secretary | Jeffery D. Robertson | 1111 S. Arroyo Parkway Pasadena, CA 91105 |
| Director | John McLachlan | 1111 S. Arroyo Parkway Pasadena, CA 91105 |
| Director | John W. Prosser, Jr. | 1111 S. Arroyo Parkway Pasadena, CA 91105 |
| Director | Craig L. Martin | 1111 S. Arroyo Parkway Pasadena, CA 91105 |