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FILED
May 15 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P26576** (9)
1. Corporation Name
HERITAGE MERCHANDISING CO., INC.

Principal Place of Business 700 MILAM PO BOX 2967 HOUSTON TX 77002-2966 US	Mailing Address P.O. BOX 2967 PO BOX 2967 HOUSTON TX 77252-2967 US
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/24/1989	3a. Date of Last Report 04/24/1996
21 Suite, Apt. #, etc.	26	27 Suite, Apt. #, etc.		4. FEI Number 54-1252699	Applied For Not Applicable
22 City & State	27	28 City & State		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip	25 Country	29 Zip	30 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				8. This corporation has liability for intangible tax under s 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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 FL

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 reappointing) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	WHEAT JAMES M.	1.2 NAME	
STREET ADDRESS	700 MILAM	1.3 STREET ADDRESS	
CITY-STATE-ZIP	HOUSTON TX	1.4 CITY-STATE-ZIP	
TITLE	V	2.1 TITLE	VC
NAME	MCCONNELL, THOMAS M.	2.2 NAME	
STREET ADDRESS	700 MILAM	2.3 STREET ADDRESS	
CITY-STATE-ZIP	HOUSTON TX	2.4 CITY-STATE-ZIP	
TITLE	TD	3.1 TITLE	VD
NAME	ALDERSON II, DAVID P.	3.2 NAME	
STREET ADDRESS	700 MILAM	3.3 STREET ADDRESS	
CITY-STATE-ZIP	HOUSTON TX	3.4 CITY-STATE-ZIP	
TITLE	S	4.1 TITLE	
NAME	CONDIT, LINDA	4.2 NAME	
STREET ADDRESS	700 MILAM	4.3 STREET ADDRESS	
CITY-STATE-ZIP	HOUSTON TX	4.4 CITY-STATE-ZIP	
TITLE	AS	5.1 TITLE	
NAME	MCNEW, JOAN M.	5.2 NAME	
STREET ADDRESS	700 MILAM	5.3 STREET ADDRESS	
CITY-STATE-ZIP	HOUSTON TX	5.4 CITY-STATE-ZIP	
TITLE		6.1 TITLE	V
NAME		6.2 NAME	PORTER, JOSEPH D.
STREET ADDRESS		6.3 STREET ADDRESS	700 MILAM
CITY-STATE-ZIP		6.4 CITY-STATE-ZIP	HOUSTON TX

14. I do 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:  Date: 4/18/97 (713) 546-8907
SIGNATURE TYPE OR PRINT NAME OF REGISTERED AGENT: Joan M. McNew, Assistant Secretary

CR2E034 (9/96)

HERITAGE MERCHANDISING CO., INC.

**700 MILAM, P. O. BOX 2967
HOUSTON, TEXAS 77252-2967**

List of Principal Officers and Directors

James M. Wheat	President and Director	700 Milam Houston, TX 77002-2806
David P. Alderson, II	Vice President and Director	700 Milam Houston, TX 77002-2806
Allan G. Engelmeyer	Vice President	700 Milam Houston, TX 77002-2806
Thomas M. McConnell	Vice President and Contoller	700 Milam Houston, TX 77002-2806
Joseph D. Porter	Vice President	700 Milam Houston, TX 77002-2806
Bruce K. Misamore	Treasurer	700 Milam Houston, TX 77002-2806
Linda F. Condit	Secretary	700 Milam Houston, TX 77002-2806
Michael P. Schieffer	Assistant Treasurer	700 Milam Houston, TX 77002-2806
Kennion K. Yano	Assistant Treasurer	700 Milam Houston, TX 77002-2806
Bruce T. Maughs	Assistant Secretary	700 Milam Houston, TX 77002-2806
Joan M. McNew	Assistant Secretary	700 Milam Houston, TX 77002-2806
James L. Pate	Director	700 Milam Houston, TX 77002-2806

NOTE: All terms expire upon the election of successors.