

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

FILED
May 19 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		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 77002-2806 US	Mailing Address P.O. BOX 2967 PO BOX 2967 HOUSTON TX 77252-2967 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 10/24/1989	
				4. FEI Number 54-1252699	
				Applied For 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 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 84 City 85 Zip Code FL			
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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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PD	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME	WHEAT JAMES M.			1.2 NAME			
STREET ADDRESS	700 MILAM			1.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			1.4 CITY-ST-ZIP		77002-2806	
TITLE	VC	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME	MCCONNELL, THOMAS M.			2.2 NAME			
STREET ADDRESS	700 MILAM			2.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			2.4 CITY-ST-ZIP		77002-2806	
TITLE	VD	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME	ALDERSON II, DAVID P.			3.2 NAME			
STREET ADDRESS	700 MILAM			3.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			3.4 CITY-ST-ZIP		77002-2806	
TITLE	S	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME	CONDIT, LINDA			4.2 NAME			
STREET ADDRESS	700 MILAM			4.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			4.4 CITY-ST-ZIP		77002-2806	
TITLE	AS	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME	MCNEW, JOAN M.			5.2 NAME			
STREET ADDRESS	700 MILAM			5.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			5.4 CITY-ST-ZIP		77002-2806	
TITLE	V	<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME	PORTER, JOSEPH D.			6.2 NAME			
STREET ADDRESS	700 MILAM			6.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			6.4 CITY-ST-ZIP		77002-2806	

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:

4/28/98 (713) 546-8907

CR2E034 (1097)

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
Stephen D. Chesebro'	Director	700 Milam Houston, TX 77002-2806

NOTE: All terms expire upon the election of successors.

HERITAGE MERCHAIDISING CO., INC.

P. O. Box 2967
Houston, TX 77252-2967

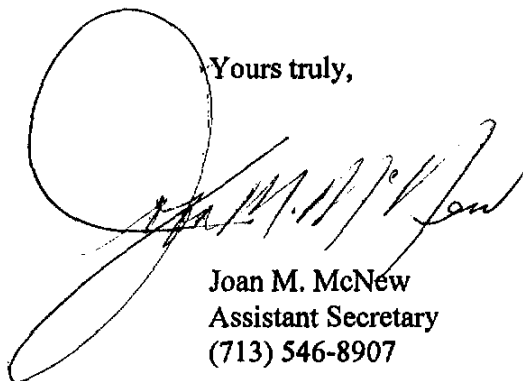
April 28, 1998

Division of Corporations
Annual Reports Filings
P. O. Box 1500
Tallahassee, FL 32302-1500

Dear Sir:

Enclosed is the Profit Corporation Annual Report for 1998 and a check in the amount of \$150.

Yours truly,

A large, stylized handwritten signature in dark ink, appearing to read 'Joan M. McNew', is written over a large, empty oval shape.

Joan M. McNew
Assistant Secretary
(713) 546-8907

/jmcn

Enclosures