

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

FILED
Feb 03 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 # P27504 (0)

1. Corporation Name
MELLON MORTGAGE COMPANY

Principal Place of Business 3100 TRAVIS STREET HOUSTON TX 77006-3699	Mailing Address 3100 TRAVIS STREET HOUSTON TX 77006-3699
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/29/1989	
21		26		4. FEI Number 25-1235281	Applied For Not Applicable
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip	25. Country	29. Zip	30. Country	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 C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. 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 _____
 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	CEO	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	CEO / P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SOLHEIM, RICHARD L.		1.2 NAME	PAUL HOLMES	
STREET ADDRESS	3100 TRAVIS ST.		1.3 STREET ADDRESS	3100 TRAVIS STREET	
CITY-ST-ZIP	HOUSTON TX		1.4 CITY-ST-ZIP	HOUSTON, TX 77006	
TITLE	S	<input type="checkbox"/> DELETE	2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	QUACKENBUSH, BARBARA		2.2 NAME		
STREET ADDRESS	3100 TRAVIS STREET		2.3 STREET ADDRESS		
CITY-ST-ZIP	HOUSTON TX		2.4 CITY-ST-ZIP		
TITLE	CEO	<input type="checkbox"/> DELETE	3.1 TITLE	Chief Operating Officer	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KULA, MICHAEL J		3.2 NAME	("COO")	
STREET ADDRESS	3100 TRAVIS ST.		3.3 STREET ADDRESS		
CITY-ST-ZIP	HOUSTON TX		3.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOVEJOY, DAVID R		4.2 NAME		
STREET ADDRESS	ONE MELLON BANK CENTER, RM 4700		4.3 STREET ADDRESS		
CITY-ST-ZIP	PITTSBURGH PA		4.4 CITY-ST-ZIP		
TITLE	T	<input type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FROSETH, STEVEN C		5.2 NAME		
STREET ADDRESS	3100 TRAVIS STREET		5.3 STREET ADDRESS		
CITY-ST-ZIP	HOUSTON TX		5.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			6.2 NAME		
STREET ADDRESS			6.3 STREET ADDRESS		
CITY-ST-ZIP			6.4 CITY-ST-ZIP		

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 *Barbara Quackenbush* January 26, 1998 712

CR2E034 (10/97)