

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

FILED
Apr 24 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 # P34815 (1)

1. Corporation Name
SOFTWARE SPECTRUM, INC.



Principal Place of Business 2140 MERRITT DRIVE GARLAND TX 75041	Mailing Address 2140 MERRITT DRIVE GARLAND TX 75041
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/26/1991	
21		26		4. FEI Number 75-1878002	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		Applied For Not Applicable	
22		27		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23		28		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Zip	Country	Zip	Country		
24	25	29	30		

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
				FL	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	DCEO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SIMS, JUDY O.	1.2 NAME	
STREET ADDRESS	2140 MERRITT DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	GARLAND TX	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COOGAN, KEITH R.	2.2 NAME	
STREET ADDRESS	2140 MERRITT DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	GARLAND TX	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KING, ROGER R.	3.2 NAME	
STREET ADDRESS	2140 MERRITT DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	GARLAND TX	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TINDLE, FRANK	4.2 NAME	
STREET ADDRESS	2140 MERRITT DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	GARLAND TX	4.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SIMS, RICHARD G	5.2 NAME	
STREET ADDRESS	2140 MERRITT DRIVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	GARLAND TX	5.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	NUGENT, DEBORAH	6.2 NAME	BROWN JIM
STREET ADDRESS	2140 MERRITT DR	6.3 STREET ADDRESS	2140 MERRITT DR
CITY-ST-ZIP	GARLAND TX	6.4 CITY-ST-ZIP	GARLAND TX

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.

CR2E034 (10/97)

Software Spectrum, Inc.

75-1878002

Executive Officers

Judy O. Sims
Chief Executive Officer, President
457-04-5327

2140 Merritt Drive
Garland, TX 75041
(972) 840-6600

Richard G. Sims
Senior Vice President
450-86-7587

2140 Merritt Drive
Garland, TX 75041
(972) 840-6600

Keith R. Coogan
Executive Vice President,
Chief Operating Officer, Assistant Secretary
345-42-4980

2140 Merritt Drive
Garland, TX 75041
(972) 840-6600

Roger J. King
Vice President of Sales & Marketing
024-44-8647

2140 Merritt Drive
Garland, TX 75041
(972) 840-6600

Robert B. Mercer
Vice President Chief Information Officer
226-76-0602

2140 Merritt Drive
Garland, TX 75041
(972) 840-6600

Jim Brown
Vice President of Finance
Treasurer

2140 Merritt Drive
Garland, TX 75041
(972) 840-6600

Lisa Stewart
Vice President of Customer Operations
530-66-8620

2140 Merritt Drive
Garland, TX 75041
(972) 840-6600

Robert D. Graham
Vice President Strategic Relationships and
General Counsel; Secretary
349-50-4413

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Garland, TX 75041
(972) 840-6600