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**May 12 1997 8:00am
Secretary of State**

PROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P38732 (4)
1. Corporation Name
TRANSCONTINENTAL REALTY INVESTORS, INC.



Principal Place of Business: **10670 NORTH CENTRAL EXPRESSWAY, SUITE 600 DALLAS TX 75231**
Mailing Address: **10670 NORTH CENTRAL EXPRESSWAY, SUITE 600 DALLAS TX 75231-2185**

3. Date Incorporated or Qualified: **05/11/1992** 3a. Date of Last Report: **07/17/1996**
4. FEI Number: **94-6565852** Applied For: Not Applicable
5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21. Suite, Apt. #, etc. 22. City & State 23. Zip Country 24. 25. 26. Mailing Address: 26. Suite, Apt. #, etc. 27. City & State 28. Zip Country 29. 30.

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 SOUTH 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	P <input type="checkbox"/> DELETE
NAME	PAULSON, RANDALL M
STREET ADDRESS	10670 N CENTRAL EXPWY SUITE 600
CITY-ST-ZIP	DALLAS TX
TITLE	EVP <input type="checkbox"/> DELETE
NAME	HOLLAND, THOMAS A
STREET ADDRESS	10670 N CENTRAL EXPWY SUITE 600
CITY-ST-ZIP	DALLAS TX
TITLE	D <input type="checkbox"/> DELETE
NAME	WHITE, MARTIN L
STREET ADDRESS	8051 COACH DRIVE
CITY-ST-ZIP	OAKLAND CA
TITLE	D <input type="checkbox"/> DELETE
NAME	ZAMPA, EDWARD G
STREET ADDRESS	#50 OSGOOD PL #110
CITY-ST-ZIP	SAN FRANCISCO CA
TITLE	NS <input type="checkbox"/> DELETE
NAME	WALDMAN, ROBERT A.
STREET ADDRESS	10670 N CENTRAL EXPRESSWAY, SUITE 600
CITY-ST-ZIP	DALLAS TX
TITLE	T <input type="checkbox"/> DELETE
NAME	POTERA, DREW D
STREET ADDRESS	10670 N CENTRAL EXPRESSWAY, SUITE 600
CITY-ST-ZIP	DALLAS TX

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	Senior VP Waldman, Robert A.
5.3 STREET ADDRESS	10670 N. Central Expwy #600
5.4 CITY-ST-ZIP	Dallas Tx 75231
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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 change is made on an attachment with an address.

SIGNATURE: **Robert A. Waldman** Date: **4/29/97** Daytime Phone #: **214 692 4900**

CR2E034 (9/96)