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Apr 23, 1999 8:00 am
Secretary of State

04-23-1999 90109 039 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P93000046117

1. Corporation Name
PRG FLORIDA XI, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 5430 LBJ FREEWAY SUITE 1540 DALLAS TX 75240 US	Mailing Address 5430 LBJ FREEWAY SUITE 1540 DALLAS TX 75240 US
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3. Date Incorporated or Qualified 06/30/1993	4. FEI Number 65-0431550	Applied For <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No

2. Principal Place of Business 21 14800 Landmark Suite, Apt. #, etc.	2a. Mailing Address 26 14800 Landmark Suite, Apt. #, etc.
22 Suite 500 City & State	27 Suite 500 City & State
23 Dallas TX Zip Country 24 75240 25 USA	28 Dallas, TX Zip Country 29 75240 30 USA

9. Name and Address of Current Registered Agent

**NRAI SERVICES, INC.
 526 EAST PARK AVENUE
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PSTD <input checked="" type="checkbox"/> DELETE
NAME	D'AMICO, RICHARD J
STREET ADDRESS	5430 LBJ FREEWAY, #1540
CITY-ST-ZIP	DALLAS TX
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Michael Yeary
1.3 STREET ADDRESS	14800 Landmark, Suite 500
1.4 CITY-ST-ZIP	Dallas, Texas 75240
2.1 TITLE	Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Jonathan Bond
2.3 STREET ADDRESS	14800 Landmark, Suite 500
2.4 CITY-ST-ZIP	Dallas, Texas 75240
3.1 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Karen Nicolaou
3.3 STREET ADDRESS	5005 Riverway Dr., Suite 400
3.4 CITY-ST-ZIP	Houston, Texas 77056
4.1 TITLE	Asst. Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Lane Edenburn
4.3 STREET ADDRESS	14800 Landmark, Suite 500
4.4 CITY-ST-ZIP	Dallas, Texas 75240
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
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 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, with all other like empowered.

SIGNATURE: _____ **SIGNATURE REQUIRED**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date _____ Daytime Phone # _____

CR2E034 (11/98)