

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

FILED
May 11, 1999 8:00 am
Secretary of State

05-11-1999 90042 007 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P93000060665

1. Corporation Name
FIVE FLAGS HOLDING COMPANY

Principal Place of Business
**NINE GREENWAY PLAZA
 HOUSTON TX 77046
 US**

Mailing Address
**500 RENAISSANCE CENTER
 DETROIT MI 48243**



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
08/30/1993

4. FEI Number
31-1389363 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 owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24 25

2a. 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 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. See Attached OFFICERS AND DIRECTORS

TITLE	DC	<input type="checkbox"/> DELETE
NAME	ARLEDGE, DAVID A	
STREET ADDRESS	NINE GREENWAY PLAZA	
CITY-ST-ZIP	HOUSTON TX 77046	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	LIETZ, RICHARD A	
STREET ADDRESS	500 RENAISSANCE CENTER	
CITY-ST-ZIP	DETROIT MI 48243	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CONNELLY, JEFFREY A	
STREET ADDRESS	500 RENAISSANCE CENTER	
CITY-ST-ZIP	DETROIT MI 48243	
TITLE	SVS	<input type="checkbox"/> DELETE
NAME	O'TOOLE, AUSTIN M	
STREET ADDRESS	NINE GREENWAY PLAZA	
CITY-ST-ZIP	HOUSTON TX 77046	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	GULLQUIST, DONALD H	
STREET ADDRESS	NINE GREENWAY PLAZA	
CITY-ST-ZIP	HOUSTON TX 77046	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	SHULTZ, DALE V	
STREET ADDRESS	NINE GREENWAY PLAZA	
CITY-ST-ZIP	HOUSTON TX 77046	

13. See Attached 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 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: *John C. Mills* **REQUIRED** John C. Mills 4-30-99 (313) 496-0200
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Assistant Treasurer Date Daytime Phone #

CR2E034 (11/98)

545389-40042-7
Doc # PG300006065

FIVE FLAGS HOLDING COMPANY
State of Florida
1999 Profit Corporation Annual Report

Item 12: Officers and Directors

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City and State</u>
Arlidge, David A.	D/C/CEO	Nine Greenway Plaza	Houston, TX 77046
Lietz, Richard A.	P/D	500 Renaissance Center	Detroit, MI 48243
Connelly, Jeffrey A.	D	500 Renaissance Center	Detroit, MI 48243
Hesse, Coby C.	EV	Nine Greenway Plaza	Houston, TX 77046
Gullquist, Donald H.	SV	Nine Greenway Plaza	Houston, TX 77046
O'Toole, Austin M.	SV/S	Nine Greenway Plaza	Houston, TX 77046
Johnson, William L.	SV	500 Renaissance Center	Detroit, MI 48243
Matthews, Ronald D.	VP/T	Nine Greenway Plaza	Houston, TX 77046
Levos, Jeffrey B.	VP	Nine Greenway Plaza	Houston, TX 77046
Pipkin, Hubert W.	AV/C	500 Renaissance Center	Detroit, MI 48243
Shultz, Dale V.	AS	Nine Greenway Plaza	Houston, TX 77046
Mills, John C.	AT	500 Renaissance Center	Detroit, MI 48243