

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

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # V16020

(2)

1. Corporation Name

MATTHEWS FLORIDA PROPERTIES, INC. II

Principal Place of Business

5220 SPRING VALLEY RD.
SUITE 500
DALLAS TX 75240

Mailing Address

5220 SPRING VALLEY RD.
SUITE 500
DALLAS TX 75240-2414

2. Principal Place of Business

21 1660 S. Stemmons
Suite, Apt. #, etc.

22 H 280
City & State

23 Lewisville TX
Zip Country

24 75067 25 USA

2a. Mailing Address

26 1660 S. Stemmons
Suite, Apt. #, etc.

27 H 280
City & State

28 Lewisville TX
Zip Country

29 75067 30 USA

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND RD.
PLANTATION FL 33324

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 607.0500 and 607.1500, 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 607.0500, Florida Statutes.

SIGNATURE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

S HUNT, MICHELLE L. 5220 SPRING VALLEY #500 DALLAS TX

PD MATTHEWS, JOHN H. 5220 SPRING VALLEY RD., SUITE 500 DALLAS TX

D WOHLFARTH, HANS H. 5220 SPRING VALLEY RD., SUITE 500 DALLAS TX

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13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE NAME STREET ADDRESS CITY-ST-ZIP

12 NAME

13 STREET ADDRESS

14 CITY-ST-ZIP

15 TITLE NAME STREET ADDRESS CITY-ST-ZIP

16 NAME

17 STREET ADDRESS

18 CITY-ST-ZIP

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34 CITY-ST-ZIP

35 TITLE NAME STREET ADDRESS CITY-ST-ZIP

36 NAME

37 STREET ADDRESS

38 CITY-ST-ZIP

39 TITLE NAME STREET ADDRESS CITY-ST-ZIP

14. I do hereby certify that the information submitted with this filing does not qualify for the exception stated in Section 119.07(3)(b), 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 of changed, or on an attachment with an address.

SIGNATURE

FILED
May 13 1997 8:00am
Secretary of State



3. Date Incorporated or Qualified 02/24/1992
3a. Date of Last Report 04/12/1996
4. FTT Number 75-2419428
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. 190.032, Florida Statutes. [] Yes [] No
10. Name and Address of New Registered Agent

CR2E034 (9/95)