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Apr 26, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # L 40307 08
1. Corporation Name
404th Street, Inc.

Principal Place of Business Mailing Address

2. Principal Place of Business 2a. Mailing Address
21 1001 Fannin 26 1001 Fannin
Suite, Apt. #, etc. Suite, Apt. #, etc.
22 Suite 4000 27 Suite 4000
City & State City & State
23 Houston, TX 28 Houston, TX
Zip Country Zip Country
24 77002 25 USA 29 77002 30 USA

DO NOT WRITE IN THIS SPACE
3. Date Incorporated or Qualified
4. FEI Number 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

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
TITLE DELETE
NAME President
STREET ADDRESS Miller Matthews, Jr.
CITY-ST-ZIP 1001 Fannin Suite 4000 Houston TX 77002
TITLE DELETE
NAME S.V.P. & Sec. Sole Director
STREET ADDRESS Gregory T. Sangalis
CITY-ST-ZIP 1001 Fannin Suite 4000 Houston TX 77002
TITLE DELETE
NAME V.P. & Asst. Sec.
STREET ADDRESS Bryan Blankfield
CITY-ST-ZIP 1001 Fannin Suite 4000 Houston TX
TITLE DELETE
NAME Treasurer
STREET ADDRESS Ronald Jones
CITY-ST-ZIP 1001 Fannin Suite 4000 Houston TX
TITLE DELETE
NAME V.P. & Asst. Treasurer
STREET ADDRESS Jeffrey A. Draper
CITY-ST-ZIP 1001 Fannin Suite 4000 Houston TX
TITLE DELETE
NAME Asst. Treasurer
STREET ADDRESS Lee McCormick
CITY-ST-ZIP 1001 Fannin Suite 4000 Houston TX 77002

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE Change 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: Bryan J. Blankfield
Signature and typed or printed name of signing officer or director
Bryan J. Blankfield
Vice President & Assistant Secretary
4/6/1999 713/512-6200
Date Daytime Phone #

CR2034 (11/98)