

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

FILED
May 08 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 # F92000000279 (1)
 1. Corporation Name
GARDEN CAPITAL INCORPORATED



Principal Place of Business THREE FOREST PLAZA 12221 MERIT DRIVE, SUITE 600 DALLAS TX 75251	Mailing Address ATTN: C. WEAVER 10670 N. CENTRAL, SUITE 600 DALLAS TX 75231-2195
---	--

3. Date Incorporated or Qualified 11/17/1992	3a. Date of Last Report 06/10/1996
4. FEI Number 75-2421121	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM INC
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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	PSD	<input type="checkbox"/> DELETE
NAME	DOYLE, JOHN A	
STREET ADDRESS	12221 MERIT DRIVE, SUITE 600	
CITY-ST-ZIP	DALLAS TX 75251	
TITLE	T	<input type="checkbox"/> DELETE
NAME	WILLIAMS, CAROL	
STREET ADDRESS	12221 MERIT DRIVE, SUITE 600	
CITY-ST-ZIP	DALLAS TX 75251	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GREEN, RICHARD	
STREET ADDRESS	16311 VENTURA BLVD., #1065	
CITY-ST-ZIP	ENCINO CA 91436	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SIMON, HENRY W	
STREET ADDRESS	400 PROFESSIONAL BLVD., 300 WEST 10TH	
CITY-ST-ZIP	FT. WORTH TX 76102	
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	Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Ettner, Larry	
1.3 STREET ADDRESS	19 Regents Lane	
1.4 CITY-ST-ZIP	Lincolnshire, IL 60069	
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 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 changed, or on an attachment with an address.

SIGNATURE: *Carol A. Williams* 4/29/97 992 392 0166

CR2E034 (9/96)