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FILED
May 15 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 # F93000000057 (0)

1. Corporation Name
3333 DEVELOPMENT CORPORATION



Principal Place of Business

**3333 LEE PARKWAY
 DALLAS TX 75219**

Mailing Address

**3333 LEE PARKWAY
 ATTN: TINA FUGATE
 DALLAS TX 75219-5111
 US**

3. Date Incorporated or Qualified **01/06/1993** 3a. Date of Last Report **05/01/1996**
 4. FEI Number **75-2168242** 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 has liability for intangible tax under s. 199.032 Florida Statutes Yes No

2. Principal Place of Business

21 **2728 N. HARWOOD ST**
 Suite, Apt #, etc.

2a. Mailing Address

26 **P.O. BOX 199000**
 Suite, Apt #, etc.

22 City & State

23 **DALLAS, TX**
 Zip Country

27 City & State

28 **DALLAS, TX**
 Zip Country

24 **75201** 25

29 **75219** 30

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

B1 Name
 B2 Street Address (P.O. Box Number is Not Acceptable)
 B3
 B4 City **FL** B5 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's signature required when reappointing)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	BILHEIMER, J S	
STREET ADDRESS	3333 LEE PARKWAY	
CITY-ST-ZIP	DALLAS TX 75219	
TITLE	VT	<input checked="" type="checkbox"/> DELETE
NAME	SEFZIK, ROGER	
STREET ADDRESS	3333 LEE PARKWAY	
CITY-ST-ZIP	DALLAS TX 75219	
TITLE	S	<input type="checkbox"/> DELETE
NAME	SMERGE, RAYMOND G	
STREET ADDRESS	3333 LEE PARKWAY	
CITY-ST-ZIP	DALLAS TX	
TITLE	TXDR	<input type="checkbox"/> DELETE
NAME	HARVEY, RICHARD C	
STREET ADDRESS	3333 LEE PARKWAY	
CITY-ST-ZIP	DALLAS TX 75219	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SHERER, DAVID M	
STREET ADDRESS	3333 LEE PARKWAY	
CITY-ST-ZIP	DALLAS TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	LOW, JOSIAH O III	
STREET ADDRESS	3333 LEE PARKWAY	
CITY-ST-ZIP	DALLAS TX 75219	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

13 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	2728 N. HARWOOD ST
14 CITY-ST-ZIP	DALLAS, TX 75201
21 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
22 NAME	VT
23 STREET ADDRESS	KIMBERLY A. PINSON
24 CITY-ST-ZIP	2728 N. HARWOOD ST
31 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	DALLAS, TX 75201
33 STREET ADDRESS	2728 N. HARWOOD ST
34 CITY-ST-ZIP	DALLAS, TX 75201
41 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	2728 N. HARWOOD ST
43 STREET ADDRESS	DALLAS, TX 75201
44 CITY-ST-ZIP	2728 N. HARWOOD ST
51 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	DALLAS, TX 75201
53 STREET ADDRESS	2728 N. HARWOOD ST
54 CITY-ST-ZIP	DALLAS, TX 75201
61 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	2728 N. HARWOOD ST
63 STREET ADDRESS	DALLAS, TX 75201
64 CITY-ST-ZIP	2728 N. HARWOOD ST

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 any attachment with an address.

CR2E034 (9/96)

3333 DEVELOPMENT CORPORATION

ADDRESS:

2728 N. Harwood Street
Dallas, TX 75201

DIRECTORS:

J. Stephen Bilheimer
Josiah O. Low, III
David M. Sherer

OFFICERS:

President
Vice President, Treasurer, Controller and Assistant
Secretary
Vice President
Secretary
Assistant Vice President and Tax Director

J. Stephen Bilheimer
Kimberly A. Pinson
Kyle D. Lovelady
Raymond G. Smerge
Richard C. Harvey