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FILED
May 09 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 # F93000003612 (9)

1. Corporation Name
BRAZOS ASSET MANAGEMENT, INC.



Principal Place of Business: **600 EAST LAS COLINAS BLVD. IRVING TX 75039**
 Mailing Address: **600 EAST LAS COLINAS BLVD. IRVING TX 75039-5616**

3. Date Incorporated or Qualified: **08/09/1993** 3a. Date of Last Report: **03/12/1996**
 4. FEI Number: **75-2488607** 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, 22, 23, 24
 2a. Mailing Address: 25, 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
UCC FILING & SEARCH SERVICES, INC.
528 E. PARK AVENUE
SUITE 200
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 **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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		
TITLE	CDAS	<input type="checkbox"/> DELETE
NAME	GRAYKENT, JOHN P	
STREET ADDRESS	600 E. LAS COLINAS BLVD.	
CITY-ST-ZIP	IRVING TX 75039	
TITLE	P	<input type="checkbox"/> DELETE
NAME	GIDEL, ROBERT H	
STREET ADDRESS	600 E. LAS COLINAS BLVD.	
CITY-ST-ZIP	IRVING TX 75039	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HARRIS, R. SCOTT	
STREET ADDRESS	600 E. LAS COLINAS BLVD.	
CITY-ST-ZIP	IRVING TX 75039	
TITLE	VCFO	<input type="checkbox"/> DELETE
NAME	ANDERSON, CHARLES A	
STREET ADDRESS	600 E. LAS COLINAS BLVD.	
CITY-ST-ZIP	IRVING TX 75039	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	GREENE, ROGER S	
STREET ADDRESS	600 E. LAS COLINAS BLVD.	
CITY-ST-ZIP	IRVING TX 75039	
TITLE	VAS	<input type="checkbox"/> DELETE
NAME	CARL, BERNARD J	
STREET ADDRESS	1133 CONNECTICUT AVE., N.W., SUITE 800	
CITY-ST-ZIP	WASHINGTON DC 20036	

13. 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 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: *Sandra B. Mortham*

4-29-97 (214) 754-8400

CR2E034 (9/96)