

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

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 # 329936 (9)
 1. Corporation Name
PRODUCTION OPERATORS, INC.



Principal Place of Business 11302 TANNER ROAD HOUSTON TX 77041-6902	Mailing Address PO BOX 40262 ATTN: TAX DEPT HOUSTON TX 77240-0262 US
-----------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------

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

3. Date Incorporated or Qualified 05/10/1968	3a. Date of Last Report 03/13/1996
4. FEI Number 74-1622039	Applied For 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 type="checkbox"/> No	

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KNOBLOCH, C. W. JR.	1.2 NAME	
STREET ADDRESS	3565 PIEDMONT RD #515	1.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	1.4 CITY-ST-ZIP	
TITLE	P	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OGREN, D. JOHN	2.2 NAME	
STREET ADDRESS	11302 TANNER RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	2.4 CITY-ST-ZIP	
TITLE	V	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RICHARDS, A	3.2 NAME	
STREET ADDRESS	11302 TANNER RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	3.4 CITY-ST-ZIP	
TITLE	SV	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REINHART, T.R.	4.2 NAME	
STREET ADDRESS	11302 TANNER RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	4.4 CITY-ST-ZIP	
TITLE	CFO	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBINSON, WM. S.	5.2 NAME	Simmons John B.
STREET ADDRESS	11302 TANNER RD	5.3 STREET ADDRESS	11302 TANNER RD.
CITY-ST-ZIP	HOUSTON TX	5.4 CITY-ST-ZIP	HOUSTON TX
TITLE	T	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBINSON, WM. S.	6.2 NAME	Simmons John B
STREET ADDRESS	11302 TANNER RD	6.3 STREET ADDRESS	11302 TANNER RD
CITY-ST-ZIP	HOUSTON TX	6.4 CITY-ST-ZIP	HOUSTON TX

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, trustee, or empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, unchanged, or in an attachment with an address.

SIGNATURE: *John B. Simmons* **John B. Simmons** 4/23/97 11:24 AM

CR2E034 (9/96)