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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
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DOCUMENT # 853843 (1)

1. Corporation Name
ALLRIGHT CORPORATION



Principal Place of Business % THE CORPORATION TRUST COMPANY CORPORATION TRUST CENTER, 1209 ORANGE ST. WILMINGTON DE 19801	Mailing Address % THE CORPORATION TRUST COMPANY CORPORATION TRUST CENTER, 1209 ORANGE ST. WILMINGTON DE 19801
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 08/20/1982	3a. Date of Last Report 05/01/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 76-0020501	Applied For Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		81. Name	
		82. Street Address (P.O. Box Number is Not Acceptable)	
		83. City	
		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: _____ DATE: _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	COBD LAYDEN, A J 1111 FANNIN SUITE 1300 HOUSTON TX	1.1 TITLE	P / D SHAY, GREGORY P. 1111 FANNIN SUITE 1300 HOUSTON TX 77002
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	PD MEYER, BERNARD M 1111 FANNIN SUITE 1300 HOUSTON TX	2.1 TITLE	COBD
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	HOUSTON TX 77002
TITLE	VD CHEN, TERRY 111 FANNIN SUITE 1300 HOUSTON TX	3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	HOUSTON TX 77002
TITLE	VD WISE, KEITH 1120 PRAIRIE HOUSTON TX	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	HOUSTON TX 77002
TITLE	VD STONE, MONTY R 808 TRAVIS, STE. 1410 HOUSTON TX	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	HOUSTON TX 77002
TITLE	VD MATTHEWS, HAROLD 1809 FIRST TENN BLDG MEMPHIS TN	6.1 TITLE	T/S
NAME		6.2 NAME	PAGE, LARRY A.
STREET ADDRESS		6.3 STREET ADDRESS	1111 FANNIN SUITE 1300
CITY - ST - ZIP		6.4 CITY - ST - ZIP	HOUSTON TX 77002

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: *Andrew D. Travis* **Andrew D. Travis** 4/28/1997 713/222-2505
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)

Attachment to:
PROFIT CORPORATION ANNUAL REPORT 1997

ALLRIGHT CORPORATION DOCUMENT # 853843 (1)

Box 13 (Additional Officers and Directors)

X Additions

V/D

DANIEL H. BALDWIN

310 Twenty First North, #300
Birmingham, AL 35203

V/D

PETER D. DANE

59 Temple Place, Suite 402
Boston, MA 02111

V/D

RICHARD N. DANE

631 South Olive, Suite 210
Los Angeles, CA 90014

V/D

DANIEL L. MCKEE

410 Seventeenth Street, #1075
Denver, CO 80202

V

ANDREW D. TRAVIS

1111 Fannin, Suite 1300
Houston, TX 77002