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**May 01 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F93000000676 (7)

1. Corporation Name
WOODWARD-CLYDE FEDERAL SERVICES, INC.



Principal Place of Business: **4582 S. ULSTER ST., #600 DENVER CO 80237**

Mailing Address: **4582 S. ULSTER ST., #600 DENVER CO 80237-2635**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		02/04/1993	02/26/1996
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		4. FEI Number	Applied For
23. City & State		28. City & State		94-3077384	Not Applicable
24. Zip		29. Zip		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
25. Country		30. Country		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				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324				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: _____ (Signature, typed or printed name of registered agent and title, if applicable) (NOTE: Registered Agent signature required when re-registered) DATE: _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	C	<input type="checkbox"/> DELETE	1.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WALLER, FRANK S		1.2 NAME				
STREET ADDRESS	4582 S. ULSTER ST, STE 600		1.3 STREET ADDRESS				
CITY-ST-ZIP	DENVER CO		1.4 CITY-ST-ZIP				<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	STD	<input type="checkbox"/> DELETE	2.1 TITLE				
NAME	WILSON, ROBERT K		2.2 NAME				
STREET ADDRESS	4582 S. ULSTER ST., #1000		2.3 STREET ADDRESS				
CITY-ST-ZIP	DENVER CO		2.4 CITY-ST-ZIP				
TITLE	PC	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	P			<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MILLER, JAMES R		3.2 NAME	McCarthy, James E.			
STREET ADDRESS	4582 SOUTH WESTER ST. STE 400		3.3 STREET ADDRESS	4582 S. Ulster Street, STE 600			
CITY-ST-ZIP	DENVER CO		3.4 CITY-ST-ZIP	DENVER, CO 80237			
TITLE	ST	<input type="checkbox"/> DELETE	4.1 TITLE	ST			<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DONNELLY, MICHAEL X		4.2 NAME	DONNELLY, MICHAEL (no middle initial)			
STREET ADDRESS	4582 SOUTH WESTER		4.3 STREET ADDRESS	4582 SOUTH ULSTER ST, STE 600			
CITY-ST-ZIP	DENVER CO		4.4 CITY-ST-ZIP	DENVER CO 80237			
TITLE		<input type="checkbox"/> DELETE	5.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			5.2 NAME				
STREET ADDRESS			5.3 STREET ADDRESS				
CITY-ST-ZIP			5.4 CITY-ST-ZIP				
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			6.2 NAME				
STREET ADDRESS			6.3 STREET ADDRESS				
CITY-ST-ZIP			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: _____ Date: 05/17/1997 202-740-2547

CR2E034 (9/96)