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FILED

Jan 17 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 # F94000000505 (7)
1. Corporation Name
ABS QUALITY EVALUATIONS, INC.



Principal Place of Business: ABS AMERICAS - ABS PLAZA, 16855 NORTHCHASE DRIVE, HOUSTON TX 77060
Mailing Address: TWO WORLD TRADE CENTER, 106TH FLOOR, NEW YORK NY 10048-0881, US

2. Principal Place of Business (21-24) and 2a. Mailing Address (26-30) fields with sub-fields for Suite, City & State, Zip, and Country.

3. Date Incorporated or Qualified: 02/02/1994
3a. Date of Last Report: 01/31/1996
4. FEI Number: 22-3067354
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 [x] 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 (81-85) fields for Name, Street Address, City, and Zip Code (FL).

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	C	<input type="checkbox"/> DELETE
NAME	IAROSI, FRANK J	
STREET ADDRESS	15 WEST TERRACE DRIVE	
CITY - ST - ZIP	HOUSTON TX	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	POTTS, ELIZABETH A	
STREET ADDRESS	11 FLATCREEK PLACE	
CITY - ST - ZIP	THE WOODLANDS TX	
TITLE	V	<input type="checkbox"/> DELETE
NAME	LEITZELL, TIMOTHY	
STREET ADDRESS	3410 REDWOOD LODGE COURT	
CITY - ST - ZIP	KINGWOOD TX	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	O'BRIEN, WILLIAM J	
STREET ADDRESS	15 HAWTHORNE WAY	
CITY - ST - ZIP	HARTSDALE NY	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	BAUERLE, ROBERT J	
STREET ADDRESS	5714 VESTAVIA DRIVE	
CITY - ST - ZIP	HOUSTON TX	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	PD
2.3 STREET ADDRESS	LATIN, GARY A.
2.4 CITY - ST - ZIP	2317 PECKHAM HOUSTON, TEXAS 77019
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	AS
4.3 STREET ADDRESS	VORBACH, JOSEPH E.
4.4 CITY - ST - ZIP	927 HUDSON STREET HOBOKEN, NEW JERSEY 77056
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: Joseph E. Vorbach - JOSEPH E. VORBACH 1/3/97 212-809-5792
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)