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**Feb 05 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 # F94000002817 (4)

1. Corporation Name
JHK & ASSOCIATES, INC.



Principal Place of Business
**2000 POWELL ST.
SUITE 1090
EMERYVILLE CA 94608
US**

Mailing Address
**10260 CAMPUS POINT DR
SUITE 1090
SAN DIEGO CA 92121-1522
US**

3. Date Incorporated or Qualified 05/27/1994	3a. Date of Last Report 05/01/1996
4. FEI Number 94-3198006	Applied For <input type="checkbox"/> 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	

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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 _____ DATE _____
Signature, typed or printed name of registered agent and title, if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	KAY, JACK L	
STREET ADDRESS	2000 POWELL ST.	
CITY - ST - ZIP	EMERYVILLE CA 94608	
TITLE	S	<input type="checkbox"/> DELETE
NAME	CLARK, GRANT L.	
STREET ADDRESS	10260 CAMPUS POINT DR	
CITY - ST - ZIP	SAN DIEGO CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GOLDSTEIN, JACK	
STREET ADDRESS	1710 GOODRIDGE DR	
CITY - ST - ZIP	MCLEAN VA	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	ROTHENBERG, MORRIS	
STREET ADDRESS	4660 KENMORE AVE	
CITY - ST - ZIP	ALEXANDRIA VA	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	STOUT, TOM L.	
STREET ADDRESS	3500 PARKWAY LANE	
CITY - ST - ZIP	NORCROSS GA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MARRUS, BARRY S.	
STREET ADDRESS	2000 POWELL STREET STE 1090	
CITY - ST - ZIP	EMERYVILLE CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY - ST - ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY - ST - ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY - ST - ZIP	
41 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
42 NAME	Russel S. Lewis
43 STREET ADDRESS	7611 Derry Street
44 CITY - ST - ZIP	Harrisburg, PA 17111
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	Owen P. Curtis
53 STREET ADDRESS	4660 Kenmore Avenue, Suite 1100
54 CITY - ST - ZIP	Alexandria, Va. 22304
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 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: Ward Reed **REQUIRED** Date: _____ Daytime Phone: **(619) 552-4720**

CR2E034 (9/96)

JHK & ASSOCIATES, INC.

Date of Incorporation

January 21, 1994

Place of Incorporation

Delaware

Ownership

100% SAIC

Foreign Qualifications

AK, AZ, CA, CO, CT, DC, FL, GA, HI, IL,
IN, KS, KY, MD, MA, MI, MN, MO, NE, NV,
NJ, NM, NY, NC, OH, OR, PA, SC, TN, TX,
UT, VT, VA, WA, WV & WI

Last Board Meeting: 5/29/96

Last Shareholder Action: 5/1/96

Engineering Qualifications

NJ & NY

Officers

Jack L. Kay	President and Chief Executive Officer
Jere L. Buffington	Corporate Vice President and Risk Manager
Grant L. Clark	Secretary
Claudia Wiegand	Treasurer
Barry S. Marrus	Assistant Secretary
Ward Reed	Assistant Secretary
Douglas C. Terry	Assistant Secretary

Directors

Owen P. Curtis
John E. Glancy
Jack Goldstein (Chairman)
Jack L. Kay
Keith H. Krammes
Russell S. Lewis
Barry S. Marrus
Louis G. Neudorff
William A. Roper, Jr.

Authorized Stock

1,000 shares Common Stock
Par Value \$.01 per share

Issued Stock

100 shares Common Stock
Par Value \$.01 per share

Registered Agent

CT Corporation System
1209 Orange Street
Wilmington, DE 19801

Federal Identification Number

94-3198006