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**Apr 08 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 # F96000003952 (6)

1. Corporation Name
CAMBRIDGE SYSTEMATICS, INC.



Principal Place of Business 150 CAMBRIDGE DRIVE SUITE 4000 CAMBRIDGE MA 02140	Mailing Address 150 CAMBRIDGE DRIVE SUITE 4000 CAMBRIDGE MA 02140-2322
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3. Date Incorporated or Qualified 08/02/1996	3a. Date of Last Report
4. FEI Number 04-2905095	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	

2. Principal Place of Business 21. 150 Cambridge Park Drive Suite, Apt. #, etc. 22. Suite 4000 City & State 23. Cambridge, MA 02140 Zip Country 24. 02140 25. USA	2a. Mailing Address 26. 150 Cambridge Park Drive Suite, Apt. #, etc. 27. Suite 4000 City & State 28. Cambridge, MA Zip Country 29. 02140 30. USA
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9. Name and Address of Current Registered Agent

**CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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	PT <input type="checkbox"/> DELETE
NAME	NEUMANN, LANCE A
STREET ADDRESS	150 CAMBRIDGE DRIVE Cambridge Park Drive
CITY-ST-ZIP	CAMBRIDGE MA 02140
TITLE	X Sr. VP <input type="checkbox"/> DELETE
NAME	LEPORE, ROBERT L
STREET ADDRESS	150 CAMBRIDGE DRIVE Cambridge Park Drive
CITY-ST-ZIP	CAMBRIDGE MA 02140
TITLE	V Sr. VP <input type="checkbox"/> DELETE
NAME	GRENZEBACK, LANCE R
STREET ADDRESS	150 CAMBRIDGE DRIVE Cambridge Park Drive
CITY-ST-ZIP	CAMBRIDGE MA 02140
TITLE	C <input type="checkbox"/> DELETE
NAME	FOWLE, ALBERT W
STREET ADDRESS	150 CAMBRIDGE DRIVE Cambridge Park Drive
CITY-ST-ZIP	CAMBRIDGE MA 02140
TITLE	V <input type="checkbox"/> DELETE
NAME	CUTLER, MARC
STREET ADDRESS	150 CAMBRIDGE DRIVE Cambridge Park Drive
CITY-ST-ZIP	CAMBRIDGE MA 02140
TITLE	V <input type="checkbox"/> DELETE
NAME	PICKRELL, STEVE
STREET ADDRESS	1300 CLAY STREET
CITY-ST-ZIP	OAKLAND CA 94612

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VP of Finance <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Candace S Tobin
1.3 STREET ADDRESS	150 Cambridge Park Drive
1.4 CITY-ST-ZIP	Cambridge, MA 02140
2.1 TITLE	Sr. VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Arlae T. Reno
2.3 STREET ADDRESS	5225 Wisconsin Ave. N.W. suite 409
2.4 CITY-ST-ZIP	Washington, DC 20015
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 type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
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: Albert W Fowle DATE: 1/22/97 DAYTIME PHONE #: 617 354 0167

CR2E034 (9/96)