


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000001471 (8)

1. Corporation Name
MISSION CRITICAL SOFTWARE, INC.



Principal Place of Business 720 NORTH POST OAK ROAD, SUITE 505 HOUSTON TX 77024-3835	Mailing Address 720 NORTH POST OAK ROAD, SUITE 505 HOUSTON TX 77024-3835
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/21/1997	
21 Suite, Apt. #, etc.	22 City & State	23 Zip	24 Country	25	26
2. Principal Place of Business		2a. Mailing Address		4. FEI Number 76-0509513	
21 Suite, Apt. #, etc.	22 City & State	23 Zip	24 Country	25	26
5. Certificate of Status Desired <input type="checkbox"/>		5. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		Applied For Not Applicable	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		8.75 Additional Fee Required		\$5.00 May Be Added to Fees	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525				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 _____ (NOTE: Registered Agent signature required when reinstalling) DATE _____

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	P	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	WOODHILL, LOUIS R		1.2 NAME		
STREET ADDRESS	720 NORTH POST OAK ROAD SUITE 505		1.3 STREET ADDRESS		
CITY-ST-ZIP	HOUSTON TX 77024-3835		1.4 CITY-ST-ZIP		
TITLE	V	<input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	BERNHARDT, THOMAS P		2.2 NAME	BERNHARDT, THOMAS P	
STREET ADDRESS	720 NORTH POST OAK ROAD SUITE 505		2.3 STREET ADDRESS	720 N. POST OAK RD #505	
CITY-ST-ZIP	HOUSTON TX 77024-3835		2.4 CITY-ST-ZIP	HOUSTON, TX 77024	
TITLE	ST	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	KOFFEND, PAUL F JR		3.2 NAME		
STREET ADDRESS	720 NORTH POST OAK ROAD SUITE 505		3.3 STREET ADDRESS		
CITY-ST-ZIP	HOUSTON TX 77024-3835		3.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	AYER, DOUG		4.2 NAME		
STREET ADDRESS	300 FIRST STAMFORD PLACE		4.3 STREET ADDRESS		
CITY-ST-ZIP	STAMFORD CT 06902		4.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	GOLDSTEIN, E A		5.2 NAME		
STREET ADDRESS	800 BROOKSEGE BLVD.		5.3 STREET ADDRESS		
CITY-ST-ZIP	WESTERVILLE OH 43081-1135		5.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	SANDELL, SCOTT		6.2 NAME		
STREET ADDRESS	2490 SANDHILL ROAD		6.3 STREET ADDRESS		
CITY-ST-ZIP	MENLO PARK CA 94025		6.4 CITY-ST-ZIP		

14. I 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 in an attachment with an address.

SIGNATURE: *Paul F. Koffend* (713) 518-1701

CR2E034 (10/97)