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Jan 26, 1999 8:00am
Secretary of State

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DO NOT WRITE IN THIS SPACE

PROFIT CORPORATION
ANNUAL REPORT
1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F97000006771

1. Corporation Name

INSPECTORATE AMERICA CORPORATION

Principal Place of Business
PO BOX 87689
HOUSTON TX 77287

Mailing Address
PO BOX 87689
HOUSTON TX 77287

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

3. Date Incorporated or Qualified

12/22/1997

4. FEI Number

13-1956968

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing

\$5.00 May Be
Added to Fees

8. This corporation owes the current year Intangible
Personal Property Tax.

Yes No

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

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 reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PD HOPKINS, NEIL A

NAME HOPKINS, NEIL A
STREET ADDRESS 5050 TIMBER CREEK
CITY-ST-ZIP HOUSTON TX 77017

TITLE SD TUMEY, ROBERT S

NAME TUMEY, ROBERT S
STREET ADDRESS 5050 TIMBER CREEK
CITY-ST-ZIP HOUSTON TX 77017

TITLE AS MCELMURRAY, MIKE W

NAME MCELMURRAY, MIKE W
STREET ADDRESS 5050 TIMBER CREEK
CITY-ST-ZIP HOUSTON TX 77017

TITLE C LUESLEY, WILLIAM J

NAME LUESLEY, WILLIAM J
STREET ADDRESS 5050 TIMBER CREEK
CITY-ST-ZIP HOUSTON TX 77017

TITLE D HOPKINS, NEIL A

NAME HOPKINS, NEIL A
STREET ADDRESS 5050 TIMBER CREEK
CITY-ST-ZIP HOUSTON TX 77017

TITLE 5050 TIMBER CREEK

NAME 5050 TIMBER CREEK
STREET ADDRESS HOUSTON TX 77017
CITY-ST-ZIP 80

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

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 on an attachment with an address, with all other like empowered.

SIGNATURE *Mike McElmurray*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

713-944-2000

CR2E034 (1/98)