


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

FILED
Apr 15 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 # P09342 (7)

1. Corporation Name
METCALF & EDDY SERVICES, INC.

Principal Place of Business 30 HARVARD MILL SQUARE WAKEFIELD MA 01880	Mailing Address PROFESSIONAL SERVICES GROUP INC. 14950 HEATHROW FOREST PKWY., #200 HOUSTON TX 77032 US
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 03/07/1986	
4. FEI Number 04-2511304	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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 reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	MCAHON, PATRICK L	
STREET ADDRESS	14950 HEATHROW FOREST PKWY., STE 200	
CITY-ST-ZIP	HOUSTON TX	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	RICHARDSON, KENT S	
STREET ADDRESS	14950 HEATHROW FOREST PKWY., STE 200	
CITY-ST-ZIP	HOUSTON TX	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	MCEWING, DAVID L	
STREET ADDRESS	14950 HEATHROW FOREST PKWY., STE 200	
CITY-ST-ZIP	HOUSTON TX	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	BLACK, ROBERT C	
STREET ADDRESS	14950 HEATHROW FOREST PKWY., STE 200	
CITY-ST-ZIP	HOUSTON TX	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	BRUNAIS, ALAIN	
STREET ADDRESS	170 E 87 ST., APT. 10A	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	HERBST, DOUGLAS K	
STREET ADDRESS	14950 HEATHROW FOREST PKWY., STE 200	
CITY-ST-ZIP	HOUSTON TX	

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 type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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 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: *[Signature]* V.P. 4-9-98

CR2E034 (10/97)