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May 15 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 # P09693 (3)

1. Corporation Name
EXPRESS SERVICES, INC.



Principal Place of Business: **6300 N.W. EXPRESSWAY, SUITE #200 ATTN: JIM QUILLEN OKLAHOMA CITY OK 73132**
 Mailing Address: **6300 N.W. EXPRESSWAY, SUITE #200 ATTN: JIM QUILLEN OKLAHOMA CITY OK 73132**

3. Date Incorporated or Qualified: **04/09/1986**
 3a. Date of Last Report: **04/17/1996**
 4. FEI Number: **84-0909680**
 Applied For: Not Applicable
 5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
 8. This corporation has liability for Intangible tax under s. 199.032, Florida Statutes: Yes No

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
 30. Country

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 1200 S. 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	FUNK, ROBERT A.	
STREET ADDRESS	6300 NW EXPRESSWAY	
CITY-ST-ZIP	OKLAHOMA CITY OK	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	STOLLER, WILLIAM	
STREET ADDRESS	621 S.W. MORRISON	
CITY-ST-ZIP	PORTLAND OR	
TITLE	TS	<input type="checkbox"/> DELETE
NAME	RICHARDS, THOMAS N.	
STREET ADDRESS	6300 NW EXPRESSWAY	
CITY-ST-ZIP	OKLAHOMA CITY OK	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HANEBOG, LINDA	
STREET ADDRESS	6300 N W EXPRESSWAY	
CITY-ST-ZIP	OKLAHOMA CITY OK	
TITLE	V	<input type="checkbox"/> DELETE
NAME	LANE, CAROL	
STREET ADDRESS	6300 N W EXPRESSWAY	
CITY-ST-ZIP	OKLAHOMA CITY OK	
TITLE	V	<input type="checkbox"/> DELETE
NAME	GUNDERSON, THOMAS	
STREET ADDRESS	6300 N W EXPRESSWAY	
CITY-ST-ZIP	OKLAHOMA CITY OK	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Founder, Chairman, Chief Executive Officer, Director	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Robert Funk	
1.3 STREET ADDRESS	6300 NW Expressway	
1.4 CITY-ST-ZIP	OKLAHOMA CITY, OK 73132	
2.1 TITLE	Co-Founder, Vice Chairman, Director	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	William Stoller	
2.3 STREET ADDRESS	621 SW Morrison	
2.4 CITY-ST-ZIP	Portland, OR 97205	
3.1 TITLE	Executive Vice President, Director	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Chief Financial Officer, Secretary, Treasurer	
3.3 STREET ADDRESS	Thomas Richards	
3.4 CITY-ST-ZIP	6300 NW Expressway OKLAHOMA CITY, OK 73132	
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	See attached listing of additional officers	<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, unchanged, or on an attachment with an address.

SIGNATURE: *Richard Simpson* 4/28/97 (405) 840-5000
 SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

EXPRESS SERVICES, INC.
LISTING OF OFFICERS, DIRECTORS AND SHAREHOLDERS

Name	Social Security Number	% of Stock Owned	Position
Robert Funk*		49.64	Founder, Chairman, Chief Executive Officer
William Stoller*		49.64	Co-Founder, Vice Chairman
Ralph Palmen		0.72	
David Gillogly*			President, Chief Operating Officer
Thomas Richards*			Executive Vice President Chief Financial Officer Secretary, Treasurer
Rex Eley**			
Linda Haneborg			Vice President
Carol Lane			Vice President
Thomas Gunderson			Vice President
David Baird			Vice President
Art Atkinson			Vice President
Rick Simpson			Vice President
Larry Ferree			Vice President

Address for Stoller:

621 SW Morrison
Portland, OR 97205

Address for all others:

6300 NW Expressway
Oklahoma City, OK 73132

Address for Palmen:

19105 36th Ave W
Bldg 2, Ste 108
Lynnwood, WA 98036

* Denotes Director

**Denotes Director
Only