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

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	<i>Founder, Chairman, Chief Executive Officer, Director</i>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	<i>Robert Funk</i>	
1.3 STREET ADDRESS	<i>6300 NW Expressway</i>	
1.4 CITY - ST - ZIP	<i>Oklaoma City, OK 73132</i>	
2.1 TITLE	<i>Co-Founder, Vice Chairman, Director</i>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	<i>William Stoller</i>	
2.3 STREET ADDRESS	<i>621 SW Morrison</i>	
2.4 CITY - ST - ZIP	<i>Portland, OR 97205</i>	
3.1 TITLE	<i>Executive Vice President, Director</i>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	<i>Chief Financial Officer, Secretary, Treasurer</i>	
3.3 STREET ADDRESS	<i>Thomas Richards</i>	
3.4 CITY - ST - ZIP	<i>6300 NW Expressway</i>	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS	<i>See attached listing of</i>	
4.4 CITY - ST - ZIP	<i>additional officers</i>	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE		
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: _____ **SIGNATURE REQUIRED** _____ **DATE** 4/28/97 **DAYTIME PHONE #** (405) 840-5000

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