

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

FILED
May 11 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 # P24174 (5)
 1. Corporation Name
FOSTER WHEELER ENERGY SERVICES, INC.



Principal Place of Business 8925 REHCO ROAD P.O. BOX 85480 SAN DIEGO CA 92121-3269	Mailing Address C/O TAX DEPT PERRYVILLE CORPORATE PARK CLINTON NJ 08909 US
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DO NOT WRITE IN THIS SPACE

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
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3. Date Incorporated or Qualified 05/04/1989	4. FEI Number 76-0271671	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 TALLAHASSEE FL 32301**

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
			FL	

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	BOHLM, RICHARD C	
STREET ADDRESS	8925 REHCO RD	
CITY-ST-ZIP	SAN DIEGO CA	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	DENNIS N. SENTZ	
STREET ADDRESS	PERRYVILLE CORPORATE PARK	
CITY-ST-ZIP	CLINTON NJ	
TITLE	S	<input type="checkbox"/> DELETE
NAME	GARDNER, LISA FRIES	
STREET ADDRESS	PERRYVILLE CORPORATE PARK	
CITY-ST-ZIP	CLINTON NJ	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	NELSON, HARRIS	
STREET ADDRESS	8925 REHCO RD	
CITY-ST-ZIP	SAN DIEGO CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WES L. STEINER	
STREET ADDRESS	PERRYVILLE CORPORATED PARK	
CITY-ST-ZIP	CLINTON NJ	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	ANTHONY SCERBO	
STREET ADDRESS	PERRYVILLE CORPORATE PARK	
CITY-ST-ZIP	CLINTON NJ	

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Kari Kohonen
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, unchanged, or on an attachment with an address.

SIGNATURE *[Signature]* *[Signature]* **3/23/98** **908-713-3005**

CR2E034 (10/97)

FOSTER WHEELER ENERGY SERVICES, INC.

Perryville Corporate Park, Clinton, NJ 08809-4000

FEI #: 76-0271671

OFFICERS

Richard C. Bohlim
President
311-60-9794
8925 Rehco Rd.
San Diego, CA 92121-3269

Frederick E. Linck
Vice President
193-26-1279
8925 Rehco Rd.
San Diego, CA 92121-3269

Harris Nelson
Vice President
501-56-8615
8925 Rehco Rd.
San Diego, CA 92121-3269

kari Kohonen
Treasurer
603-58-7111
Perryville Corporate Park
Clinton, NJ 08809

Lisa Fries-Gardner
Secretary
Perryville Corporate Park
Clinton, NJ 08809

Anthony Scerbo
Assistant Treasurer
150-50-4072
Perryville Corporate Park
Clinton, NJ 08809

John A. Doyle
Assistant Secretary
177-48-8502
Perryville Corporate Park
Clinton, NJ 08809

DIRECTORS

Richard C. Bohlim
Director
311-60-9794
8925 Rehco Rd.
San Diego, CA 92121-3269

Wes L. Steiner
Director
275-58-8844
Perryville Corporate Park
Clinton, NJ 08809-4000

Kari Kohonen
Director
603-58-7111
Perryville Corporate Park
Clinton, NJ 08809-4000