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**Apr 17 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 # 674783 (6)
1. Corporation Name
SULOUFF, INC.



Principal Place of Business: **131 POINCIANA SUITE 192 LAKE JACKSON TX 77566 US**
Mailing Address: **131 POINCIANA LAKE JACKSON TX 77566-6011 US**

3. Date Incorporated or Qualified: **06/18/1980** 3a. Date of Last Report: **04/19/1996**
4. FEI Number: **59-2002934** 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: 25.
2a. Mailing Address: 26. Suite, Apt. #, etc.: 27. City & State: 28. Zip: 29. Country: 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. City: 84. Zip Code: **FL** 85.

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 1997	
TITLE: P	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Add
NAME: SULOUFF, MICHAEL D.		1.2 NAME	
STREET ADDRESS: 131 POINCIANA		1.3 STREET ADDRESS	
CITY-ST-ZIP: LAKE JACKSON TX		1.4 CITY-ST-ZIP	
TITLE: S	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Add
NAME: HECKMAN, JANE		2.2 NAME	
STREET ADDRESS: 131 POINCIANA		2.3 STREET ADDRESS	
CITY-ST-ZIP: LAKE JACKSON TX		2.4 CITY-ST-ZIP	
TITLE:	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Add
NAME:		3.2 NAME	
STREET ADDRESS:		3.3 STREET ADDRESS	
CITY-ST-ZIP:		3.4 CITY-ST-ZIP	
TITLE:	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Add
NAME:		4.2 NAME	
STREET ADDRESS:		4.3 STREET ADDRESS	
CITY-ST-ZIP:		4.4 CITY-ST-ZIP	
TITLE:	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Add
NAME:		5.2 NAME	
STREET ADDRESS:		5.3 STREET ADDRESS	
CITY-ST-ZIP:		5.4 CITY-ST-ZIP	
TITLE:	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Add
NAME:		6.2 NAME	
STREET ADDRESS:		6.3 STREET ADDRESS	
CITY-ST-ZIP:		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 if changed or on an attachment with an address.

SIGNATURE: Michael D. Sulouff 4/13/97 (512) 972 8088
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #