

**FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00**

**APPROVED AND FILED**

95 APR 18 PM 7:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CORPORATION ANNUAL REPORT 1995**  
 FLORIDA DEPARTMENT OF STATE  
 Sandra B. Morham  
 Secretary of State  
 DIVISION OF CORPORATIONS

**DOCUMENT # 823136 (7)**  
 1. Corporation Name  
**ROLLS-ROYCE INC.**

Principal Place of Business Mailing Address  
**11911 FREEDOM DR. #600 RESTON VA 22090** **11911 FREEDOM DR. #600 RESTON VA 22090**

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified **07/29/1969** 3a. Date of Last Report **02/28/1994**  
 4. FEI Number **13-2614137** 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  
 7. This corporation has liability for intangible tax under S. 199.032, Florida Statutes  Yes  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 Country 28 Zip Country  
 24 Zip Country 29 Zip Country 30 Zip Country

9. Name and Address of Current Registered Agent  
**UNITED STATES CORPORATION COMPANY  
 1201 HAYS STREET  
 SUITE 105  
 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 **FL** 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 \_\_\_\_\_ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when retreating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS  
 TITLE PD  
 NAME DAVIS, GEORGE L.  
 STREET ADDRESS 11911 FREEDOM DR, SUITE 600  
 CITY-ST-ZIP RESTON VA  
 TITLE VD  
 NAME HODSON, JOHN B.  
 STREET ADDRESS 301 116TH AVE SE SUITE 211  
 CITY-ST-ZIP BELLEVUE WA  
 TITLE VD  
 NAME WHETTON, DAVID J  
 STREET ADDRESS 11911 FREEDOM DR SUITE 600  
 CITY-ST-ZIP RESTON VA  
 TITLE VD  
 NAME PHILLIPS, JOHN F  
 STREET ADDRESS 11911 FREEDOM DR, SUITE 600  
 CITY-ST-ZIP RESTON VA  
 TITLE V  
 NAME BUSHELL, KENNETH W.  
 STREET ADDRESS KILROY AIRPORT WAY, SUITE 420  
 CITY-ST-ZIP LONG BEACH CA  
 TITLE D  
 NAME WINTERS, ROBERT J.  
 STREET ADDRESS 11911 FREEDOM DR SUITE 600  
 CITY-ST-ZIP RESTON VA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12  
 1.1 TITLE PDO  Change  Addition  
 1.2 NAME John W. Sandford  
 1.3 STREET ADDRESS  
 1.4 CITY-ST-ZIP  
 2.1 TITLE Secretary O  Change  Addition  
 2.2 NAME Mary S. Sullivan  
 2.3 STREET ADDRESS 11911 Freedom Drive  
 2.4 CITY-ST-ZIP Reston, VA 22090  
 3.1 TITLE  Change  Addition  
 3.2 NAME  
 3.3 STREET ADDRESS  
 3.4 CITY-ST-ZIP  
 4.1 TITLE  Change  Addition  
 4.2 NAME  
 4.3 STREET ADDRESS  
 4.4 CITY-ST-ZIP  
 5.1 TITLE O  Change  Addition  
 5.2 NAME  
 5.3 STREET ADDRESS  
 5.4 CITY-ST-ZIP  
 6.1 TITLE O  Change  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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: Mary S. Sullivan 4/11/95 703-834-1700  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR (Typed Name)

825136

**Rolls-Royce Inc. Directors  
As of January 1, 1995**

<b>NAME</b>	<b>BUSINESS ADDRESS</b>
<b>John W. Sandford</b>	<b>11911 Freedom Drive Suite 600 Reston, VA 22090</b>
<b>John B. Hodson</b>	<b>301 116th Avenue S.E. Suite 211 Bellevue, WA 98004</b>
<b>David J. Whetton</b>	<b>11911 Freedom Drive Suite 600 Reston, VA 22090</b>
<b>H. Lawrence Garrett III</b>	<b>1530 Wilson Blvd. Suite 270 Arlington, VA 22209</b>
<b>Peter F. Gibson</b>	<b>11911 Freedom Drive Suite 600 Reston, VA 22090</b>
<b>John F. Phillips</b>	<b>11911 Freedom Drive Suite 600 Reston, VA 22090</b>
<b>Thomas P. Dale</b>	<b>11911 Freedom Drive Suite 600 Reston, VA 22090</b>
<b>Barry J. New</b>	<b>11911 Freedom Drive Suite 600 Reston, VA 22090</b>

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**Rolls-Royce Inc. Officers  
As of January 1, 1995**

<b>NAME</b>	<b>BUSINESS ADDRESS</b>
<b>John W. Sandford</b>	<b>11911 Freedom Drive Suite 600 Reston, VA 22090</b>
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<b>Thomas P. Dale</b>	<b>11911 Freedom Drive Suite 600 Reston, VA 22090</b>
<b>Barry J. New</b>	<b>11911 Freedom Drive Suite 600 Reston, VA 22090</b>
<b>Ronald L. Jackson</b>	<b>11911 Freedom Drive Suite 600 Reston, VA 22090</b>
<b>Robert N. Stangarone</b>	<b>11911 Freedom Drive Suite 600 Reston, VA 22090</b>
<b>Andrew C. Pickard</b>	<b>Overlook I 2489 Paces Ferry Road Atlanta, GA 30339</b>

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**Kenneth W. Bushell**

**3780 Kilroy Airport Way, Suite 420  
Long Beach, CA 90806**

**Chris J. Winfield**

**301 116th Avenue  
Suite 211  
Bellevue, WA 28008**

**Kenneth E. Patterson**

**11911 Freedom Drive  
Suite 600  
Reston, VA 22090**

**Mary S. Sullivan**

**11911 Freedom Drive Suite 600  
Reston, VA 22090**

**Robert J. Winters**

**11911 Freedom Drive Suite 600  
Reston, VA 22090**

**Scott D. Shannon**

**11911 Freedom Drive Suite 600  
Reston, VA 22090**