

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

FILED
Mar 04 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 # 823136 (7)

1. Corporation Name
ROLLS-ROYCE INC.

Principal Place of Business 11911 FREEDOM DR. #600 RESTON VA 22090	Mailing Address 11911 FREEDOM DR. #600 RESTON VA 22090
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country		3. Date Incorporated or Qualified 07/29/1969	
24 20190 25		29 20190 30		4. FEI Number 13-2614137 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 owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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			
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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 12	
TITLE	POD SANDFORD, JOHN W.	1.1 TITLE	POD JAMES M. GUYETTE
NAME	11911 FREEDOM DR, SUITE 600	1.2 NAME	
STREET ADDRESS	RESTON VA	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	SO SULLIVAN, MARY S.	2.1 TITLE	
NAME	11911 FREEDOM DR	2.2 NAME	
STREET ADDRESS	RESTON VA	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VD WHETTON, DAVID J	3.1 TITLE	
NAME	11911 FREEDOM DR SUITE 600	3.2 NAME	
STREET ADDRESS	RESTON VA	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VD PHILLIPS, JOHN F	4.1 TITLE	
NAME	11911 FREEDOM DR, SUITE 600	4.2 NAME	
STREET ADDRESS	RESTON VA	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	VD DALE, THOMAS P.	5.1 TITLE	
NAME	11911 FREEDOM DRIVE, SUITE 600	5.2 NAME	
STREET ADDRESS	RESTON VA	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	O WINTERS, ROBERT J.	6.1 TITLE	
NAME	11911 FREEDOM DR SUITE 600	6.2 NAME	
STREET ADDRESS	RESTON VA	6.3 STREET ADDRESS	
CITY-ST-ZIP		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 if changed, or on an attachment with an address.

SIGNATURE: *M. J. Sullivan* **MARY J. SULLIVAN** **1123/98 (703) 931-1701**

CR2E034 (10/97)