

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

FILED
Apr 15 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 # 823978 (2)
1. Corporation Name
A.P.S., INC. OF FLORIDA

Principal Place of Business 15710 JFK BLVD. SUITE 700 HOUSTON TX 77032-2347 US	Mailing Address 15710 JFK BLVD. SUITE 700 HOUSTON TX 77032-2347 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/15/1970	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 74-1653270	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24	Country	29	Country	7. 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 CT CORPORATION SYSTEM 1200 PINE ISLAND RD 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	NAME
STREET ADDRESS	15710 JFK BLVD., SUITE 700	1.2 NAME	VP & Treasurer
CITY-ST-ZIP	HOUSTON TX	1.3 STREET ADDRESS	Michael C. Kearney
		1.4 CITY-ST-ZIP	15710 JFK Blvd., Ste. 700
TITLE	NAME	2.1 TITLE	NAME
STREET ADDRESS	15710 JFK BLVD., SUITE 700	2.2 NAME	
CITY-ST-ZIP	HOUSTON TX	2.3 STREET ADDRESS	
		2.4 CITY-ST-ZIP	
TITLE	NAME	3.1 TITLE	NAME
STREET ADDRESS	15710 JFK BLVD., SUITE 700	3.2 NAME	
CITY-ST-ZIP	HOUSTON TX	3.3 STREET ADDRESS	
		3.4 CITY-ST-ZIP	
TITLE	NAME	4.1 TITLE	NAME
STREET ADDRESS	128 EAST 56TH ST.	4.2 NAME	
CITY-ST-ZIP	NEW YORK NY	4.3 STREET ADDRESS	
		4.4 CITY-ST-ZIP	
TITLE	NAME	5.1 TITLE	NAME
STREET ADDRESS	128 E 56TH ST	5.2 NAME	
CITY-ST-ZIP	NEW YORK NY	5.3 STREET ADDRESS	
		5.4 CITY-ST-ZIP	
TITLE	NAME	6.1 TITLE	NAME
STREET ADDRESS	128 E 56TH ST	6.2 NAME	
CITY-ST-ZIP	NEW YORK NY	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 if changed, or on an attachment with an address.

SIGNATURE:  Michael C. Kearney 4/6/98 (713) 507-1100

CR2E034 (10/97)