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FILED
May 09 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 849435 (3)

1. Corporation Name
ESIS INTERNATIONAL, INC.



Principal Place of Business % TAX DEPARTMENT 1801 CHESTNUT PLACE PHILADELPHIA PA 19182-2135	Mailing Address % TAX DEPARTMENT 1601 CHESTNUT PLACE PHILADELPHIA PA 19182-0003
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2. Principal Place of Business 21 1601 CHESTNUT STREET	2a. Mailing Address 26 1601 CHESTNUT STREET
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

3. Date Incorporated or Qualified 06/15/1981	3a. Date of Last Report 05/01/1996
4. FEI Number 23-1913993	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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
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's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	AS	<input type="checkbox"/> DELETE
NAME	MCCOLE, JOSEPH E	
STREET ADDRESS	1601 CHESTNUT STREET	
CITY-ST-ZIP	PHILADELPHIA PA	
TITLE	P	<input type="checkbox"/> DELETE
NAME	MAY, ALAN L	
STREET ADDRESS	1601 CHESTNUT ST	
CITY-ST-ZIP	PHILADELPHIA PA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	MULLIGAN, GEORGE D	
STREET ADDRESS	1601 CHESTNUT STREET	
CITY-ST-ZIP	PHILADELPHIA PA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	SCHMALZRIEDT, GARY T	
STREET ADDRESS	1601 CHESTNUT STREET	
CITY-ST-ZIP	PHILADELPHIA PA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WOOD, DAVID H	
STREET ADDRESS	1601 CHESTNUT ST	
CITY-ST-ZIP	PHILADELPHIA PA	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	GARST, DAVID B.	
STREET ADDRESS	1601 CHESTNUT STREET	
CITY-ST-ZIP	PHILADELPHIA PA	

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 type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
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 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: *Jeffrey A. Brunetti* 4/28/97 215-761-1549

CR2E034 (9/96)