
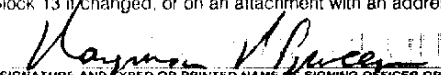


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 14 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 # 850764 (2) 1. Corporation Name M.W. KELLOGG CONSTRUCTORS INC.			
Principal Place of Business 601 JEFFERSON AVENUE ATTN: TAX DEPARTMENT HOUSTON TX 77002-7990 US		Mailing Address 601 JEFFERSON AVENUE ATTN: TAX DEPARTMENT HOUSTON TX 77002-7900 US	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	
9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 S. 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 Signature (typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD VAUGHN, DONALD C. 601 JEFFERSON AVENUE HOUSTON TX	1.1 TITLE	
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY- ST- ZIP		1.4 CITY- ST- ZIP	
TITLE	PD STANLEY, ALBERT J 601 JEFFERSON AVENUE HOUSTON TX	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY- ST- ZIP		2.4 CITY- ST- ZIP	
TITLE	VD MCGRAW, DONALD R 601 JEFFERSON AVENUE HOUSTON TX	3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY- ST- ZIP		3.4 CITY- ST- ZIP	
TITLE	VTC MARKIEWICZ, RICHARD 601 JEFFERSON AVE HOUSTON TX	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY- ST- ZIP		4.4 CITY- ST- ZIP	
TITLE	AT LANDRY, PAMELA J. 601 JEFFERSON AVENUE HOUSTON TX	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY- ST- ZIP		5.4 CITY- ST- ZIP	
TITLE	VSD GILES, THOMAS E. 601 JEFFERSON AVENUE HOUSTON TX	6.1 TITLE	
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:  Raymond P. Spreen 4/29/97 (713) 753 2000			



CR2E034 (9/96)

M. W. KELLOGG CONSTRUCTORS, INC.

As of 15 MAY, 1996

601 Jefferson Avenue, Houston, Texas 77002

FEIN #: 74-2091011

DIRECTORS

Thomas E. Giles
Albert J. Stanley

Donald R. McGraw
Donald C. Vaughn

OFFICERS

Donald C. Vaughn
Albert J. Stanley

Thomas E. Giles

Richard Markiewicz
Donald R. McGraw

J. Robert Taylor
Michael Rylander
Raymon P. Spreen
David D. Wilson
Ronald F. Best
Charlotte C. Orr
Craig W. Walford
Renee M. Tuttle
Pamela J. Landry

Chairman
President
Vice President, General
Counsel and Secretary
Vice President-Finance,
Treasurer & Controller
Vice President
Vice President & Assistant
Secretary
Assistant Controller
Assistant Controller
Assistant Controller
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Treasurer

(Wholly-owned subsidiary of Dresser Industries, Inc.)

The address of the above listed Officers and Directors is:

601 Jefferson Avenue
Houston, Texas 77002