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FILED
Apr 28 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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 77002-7990
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		10/20/1981	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		74-2091011	
24 Country		30 Country		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 checked="" type="checkbox"/> No	

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
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 reinstating)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	CD	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	Chairman	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	VAUGHN, DONALD C.			1.2 NAME	Albert J. Stanley		
STREET ADDRESS	601 JEFFERSON AVENUE			1.3 STREET ADDRESS	601 Jefferson Avenue		
CITY - ST - ZIP	HOUSTON TX			1.4 CITY - ST - ZIP	Houston, Tx 77002		
TITLE	PD	<input checked="" type="checkbox"/> DELETE		2.1 TITLE	President - Director	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	STANLEY, ALBERT J			2.2 NAME	Peter M. Evans		
STREET ADDRESS	601 JEFFERSON AVENUE			2.3 STREET ADDRESS	601 Jefferson Avenue		
CITY - ST - ZIP	HOUSTON TX			2.4 CITY - ST - ZIP	Houston, Texas 77002		
TITLE	VD	<input type="checkbox"/> DELETE		3.1 TITLE	V T	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	MCGRAW, DONALD R			3.2 NAME			
STREET ADDRESS	601 JEFFERSON AVENUE			3.3 STREET ADDRESS			
CITY - ST - ZIP	HOUSTON TX			3.4 CITY - ST - ZIP			
TITLE	VTC	<input checked="" type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	MARKIEWICZ, RICHARD			4.2 NAME			
STREET ADDRESS	601 JEFFERSON AVE			4.3 STREET ADDRESS			
CITY - ST - ZIP	HOUSTON TX			4.4 CITY - ST - ZIP			
TITLE	AT	<input checked="" type="checkbox"/> DELETE		5.1 TITLE	Assistant Treasurer	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	LANDRY, PAMELA J.			5.2 NAME	Weldon WARE		
STREET ADDRESS	601 JEFFERSON AVENUE			5.3 STREET ADDRESS	601 Jefferson Avenue		
CITY - ST - ZIP	HOUSTON TX			5.4 CITY - ST - ZIP	Houston, Texas 77002		
TITLE	VSD	<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	GILES, THOMAS E.			6.2 NAME			
STREET ADDRESS	601 JEFFERSON AVENUE			6.3 STREET ADDRESS			
CITY - ST - ZIP	HOUSTON TX			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.

CR2E034 (10/97)

**OFFICERS AND DIRECTORS
as of 21 MAY 1997**

M. W. KELLOGG CONSTRUCTORS INC.
(Delaware)

601 Jefferson Avenue, Houston, Texas 77210-4557

DIRECTORS

T. E. Giles
D. R. McGraw

A. J. Stanley
P. M. Evans

OFFICERS

Chairman
President

Albert J. Stanley
Peter M. Evans

Vice President, General Counsel
and Secretary
Vice President - Finance, Treasurer
and Controller
Vice President

Thomas E. Giles

Donald R. McGraw
Kenneth J. Allen

Assistant Controller
Assistant Controller
Assistant Controller

Michael R. Rylander
Raymon P. Spreen
David D. Wilson

Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

Ronald F. Best
Dean R. Quinn
Edward R. Swift
J Robert Taylor
Renee M. Tuttle
Craig W. Walford

Assistant Treasurer

Weldon M. Ware

(Wholly-owned subsidiary of M.W. Kellogg Holdings, Inc.)

NOTE - Officers and Directors are elected in May of each year.