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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION
ANNUAL REPORT
1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Morton
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **852341**

(7)

1. Corporation Name
THE BUTLER GROUP INC.

200001471708
-05/02/95--01145--022
***200.00 ***200.00

DO NOT WRITE IN THIS SPACE

Principal Place of Business Mailing Address
P-O BOX 105536- ATLANTA GA 30348
1600 Terrell Mill Rd Marietta, GA 30067

2. Principal Place of Business 2a. Mailing Address
21 1600 Terrell Mill Rd 26 1600 Terrell Mill Rd
22 Suite, Apt. #, etc. 27 Suite, Apt. #, etc.
23 Marietta GA 28 Marietta, GA
24 30067 25 Cobb 29 30067 30 Cobb

9. Name and Address of Current Registered Agent
**PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS ST.
SUITE 105
TALLAHASSEE FL 32301**

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 _____ (DATE) _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUBIN, ELLIOT B.	12 NAME	
STREET ADDRESS	1600 TERRELL MILL ROAD	13 STREET ADDRESS	
CITY ST ZIP	MARIETTA GA	14 CITY ST ZIP	
TITLE	V	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SAUL, ROBERT	22 NAME	
STREET ADDRESS	1600 TERRELL MILL RD	23 STREET ADDRESS	
CITY ST ZIP	MARIETTA GA	24 CITY ST ZIP	
TITLE	VCEO	31 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LITTEN, SCOTT C	32 NAME	See Attached
STREET ADDRESS	1600 TERRELL MILL ROAD	33 STREET ADDRESS	
CITY ST ZIP	MARIETTA GA	34 CITY ST ZIP	
TITLE	VC	41 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PRATHER-DOW, NANCY L	42 NAME	See Attached
STREET ADDRESS	1600 TERRELL MILL ROAD	43 STREET ADDRESS	
CITY ST ZIP	MARIETTA FA	44 CITY ST ZIP	
TITLE		51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY ST ZIP		54 CITY ST ZIP	
TITLE		61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY ST ZIP		64 CITY ST ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119 07(3)(k), 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 of this report, and that I am provided with an address.

SIGNATURE: **Rosemary M. Amato** 4-20-95 404-955-6400
VP. Controller

THE BUTLER GROUP INC
1600 TERRELL HILL RD.
MARIETTA, GA 30067

OFFICERS OF THE BUTLER GROUP INC.

NAME	TITLE/POSITION
Elliot B. Lubin	President, Chief Executive Officer
Mike Millite	Vice President
Robert M. Saul	Vice President, Secretary
Gary Stiles	Vice President
James Tallent	Vice President
Douglas P. Haensel	Vice President, Chief Financial Officer, Treasurer, Assistant Secretary
Charlie Novak	Vice President
Don Lastinger	Vice President
Aubrey Schatzaan	Vice President
Bettina Klinger	Vice President
Judy Potter	Vice President
Jim Markwood	Vice President
Howard Morgan	Vice President
Rosemary M. Amato	Vice President, Controller
Mary Harrison	Assistant Vice President
Mary Johnson	Assistant Vice President
Robert Ollis	Assistant Vice President
Steve Doyle	Assistant Vice President

DIRECTORS OF THE BUTLER GROUP, INC.

Elliot B. Lubin
Edward Solomon
Christopher M. Richmond

ALL OFFICERS AND DIRECTORS ADDRESS ARE:

1600 Terrell Hill Rd.
Marietta, GA 30067

THE BUTLER GROUP INC.

Unanimous Consent of the Board of Directors

The undersigned, being all the Directors of The Butler Group Inc., a Delaware corporation (the "Corporation"), hereby consent, pursuant to Section 141 (f) of the Delaware General Corporation Law and the By-Laws of the Corporation, to the adoption of the following resolution and direct that this consent be filed with the minutes of the proceedings of the Board of Directors:

RESOLVED, That the following individuals are hereby elected to the respective offices of The Butler Group Inc. effective as of January 11, 1995, to serve at the pleasure of the Board of Directors:

<u>NAME</u>	<u>TITLE/POSITION</u>	<u>BUSINESS ADDRESS</u>
William Brennan	Vice President	777 Long Ridge Rd., Stamford, CT
Robert J. Buckley	Vice President-Taxes	777 Long Ridge Rd., Stamford, CT
Elaine Keller	Assistant Treasurer-State Taxes	777 Long Ridge Rd., Stamford, CT
Scott Roberti	Assistant Treasurer-State Taxes	777 Long Ridge Rd., Stamford, CT
Gary Schulman	Assistant Treasurer-State Taxes	777 Long Ridge Rd., Stamford, CT
Kenneth E. Kempson	Assistant Treasurer-Taxes	777 Long Ridge Rd., Stamford, CT
Kimberly Heindi	Assistant Treasurer-State Taxes	4315 Metro Pkwy., Ft. Myers, FL
Oscar Garza	Assistant Treasurer-State Taxes	4315 Metro Pkwy., Ft. Myers, FL

Dated: As of January 11, 1995.



Elliot B. Lubin

Christopher H. Richmond

Edward Solomon