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49.102

PROFIT CORPORATION ANNUAL REPORT 1996



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

DOCUMENT # 852341 (7)
1. Corporation Name
THE BUTLER GROUP INC.



Principal Place of Business: 1600 TERRELL MILL RD MARIETT GA 30067
Mailing Address: 1600 TERRELL MILL RD MARIETT GA 30067

3. Date Incorporated or Qualified: 03/25/1982
3a. Date of Last Report: 05/01/1995
4. FEI Number: 58-1433494
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business
21 400 Technology Court
Suite, Apt. #, etc. Suite F
22 Smyrna Ga.
City & State
23 30082 Cobb
Zip Country
24 30082 25 Cobb
2a. Mailing Address
26 400 Technology Court
Suite, Apt. #, etc. Suite F
27 Smyrna Ga.
City & State
28 30082 Cobb
Zip Country
29 30082 30 Cobb

9. Name and Address of Current Registered Agent
PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS ST.
SUITE 105
TALLAHASSEE FL 32301
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: _____ (NOTE: Registered Agent signature required when not state agent)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	VP- CFO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LUBIN, ELLIOT B.	1.2 NAME	Douglas Haerzel
STREET ADDRESS	1600 TERRELL MILL ROAD	1.3 STREET ADDRESS	400 Technology Ct. Suite F
CITY-ST-ZIP	MARIETTA GA	1.4 CITY-ST-ZIP	Smyrna, Ga. 30082
TITLE	V	2.1 TITLE	VP- Secretary <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SAUL, ROBERT	2.2 NAME	Saul, Robert
STREET ADDRESS	1600 TERRELL MILL RD	2.3 STREET ADDRESS	400 Technology Ct. Suite F
CITY-ST-ZIP	MARIETTA GA	2.4 CITY-ST-ZIP	Smyrna, Ga. 30082
TITLE		3.1 TITLE	President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	Lubin, Elliot B.
STREET ADDRESS		3.3 STREET ADDRESS	400 Technology Ct. Suite F
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Smyrna, Ga. 30082
TITLE		4.1 TITLE	
NAME		4.2 NAME	See attached
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		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 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 if changed, or on an amendment with an address.

SIGNATURE: _____
SIGNATURE AND TITLE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
3/26/90
770-841-1202, 42
DAYS Phone #

CR2E034 (12/95)

The Butler Group, Inc.

**List of Board of Directors and Officers
as of March 27, 1996**

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Directors :

Elliott B. Lubin	400 Technology Court, Suite F, Smyrna, GA 30082
Mary Pierson	400 Technology Court, Suite F, Smyrna, GA 30082
Joseph Pehota	400 Technology Court, Suite F, Smyrna, GA 30082

Officers:

Name	Address	Title
Elliott B. Lubin	400 Technology Court, Suite F, Smyrna, GA 30082	President, Chief Executive Officer
Mike Willhite	400 Technology Court, Suite F, Smyrna, GA 30082	Vice President
Robert Saul	400 Technology Court, Suite F, Smyrna, GA 30082	Vice President, Secretary
Gary Stiles	400 Technology Court, Suite F, Smyrna, GA 30082	Vice President
Perry Kinney	400 Technology Court, Suite F, Smyrna, GA 30082	Vice President
Doug Haense!	400 Technology Court, Suite F, Smyrna, GA 30082	Vice President, Chief Financial Officer, Treasurer, Assistant Secretary
Judy Potter	400 Technology Court, Suite F, Smyrna, GA 30082	Vice President
Jim Markwood	400 Technology Court, Suite F, Smyrna, GA 30082	Vice President
Howard Morgan	400 Technology Court, Suite F, Smyrna, GA 30082	Vice President
Rosemary Amato	400 Technology Court, Suite F, Smyrna, GA 30082	Vice President, Controller
Mary Harrison	400 Technology Court, Suite F, Smyrna, GA 30082	Assistant Vice President
Mary Johnson	400 Technology Court, Suite F, Smyrna, GA 30082	Assistant Vice President
Robert Ollis	400 Technology Court, Suite F, Smyrna, GA 30082	Assistant Vice President
Steve Doyle	400 Technology Court, Suite F, Smyrna, GA 30082	Assistant Vice President