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FILED
May 12 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 # 852341 (7)

1. Corporation Name
THE BUTLER GROUP INC.



Principal Place of Business Mailing Address
400 TECHNOLOGY COURT SUITE F SMYRNA GA 30082 US

3. Date Incorporated or Qualified **03/25/1982** 3a. Date of Last Report **04/02/1996**

2. Principal Place of Business 2a. Mailing Address

4. FEI Number **58-1433494** Applied For Not Applicable

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

22 City & State 27 City & State

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

23 Zip Country 28 Zip Country

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

24 25 29 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS ST.
 SUITE 105
 TALLAHASSEE FL 32301**

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	PRESIDENT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUBIN, ELLIOT B.	1.2 NAME	VACANT
STREET ADDRESS	1600 TERRELL MILL ROAD	1.3 STREET ADDRESS	
CITY - ST - ZIP	MARIETTA GA	1.4 CITY - ST - ZIP	
TITLE	VS <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SAUL, ROBERT	2.2 NAME	
STREET ADDRESS	400 TECHNOLOGY CT SUITE F	2.3 STREET ADDRESS	
CITY - ST - ZIP	SMYRNA GA	2.4 CITY - ST - ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAENSEL, DOUGLAS	3.2 NAME	
STREET ADDRESS	400 TECHNOLOGY ST SUITE F	3.3 STREET ADDRESS	
CITY - ST - ZIP	SMYRNA GA	3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	VICE PRESIDENT - CONTROLLER <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	ROSEMARY AMATO
STREET ADDRESS		4.3 STREET ADDRESS	400 TECHNOLOGY COURT, STE F
CITY - ST - ZIP		4.4 CITY - ST - ZIP	SMYRNA GA 30082
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: *The Butler Group Inc.* **By: Robert Saul as Vice Pres. ROBERT SAUL** 4/11/97 (770) 801-1200
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)