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Jan 31 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 # F93000000967 (0)

1. Corporation Name
UNIVERSAL SEISMIC ACQUISITION, INC.



Principal Place of Business
16420 PARK TEN PLACE
STE 300
HOUSTON TE 77084
US

Mailing Address
16420 PARK TEN PLACE
STE 300
HOUSTON TE 77084-5051
US

3. Date Incorporated or Qualified 03/12/1993	3a. Date of Last Report 05/01/1996
4. FEI Number 76-0318336	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt #, etc	26 Suite, Apt #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CD	<input checked="" type="checkbox"/> DELETE
NAME	TRAPP, RICK E	
STREET ADDRESS	3036 BRYNMAWR DRIVE	
CITY-ST-ZIP	RICHMOND TX	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	PAWELEK, MICHAEL J	
STREET ADDRESS	2014 THOMPSON CROSSING	
CITY-ST-ZIP	RICHMOND TX 77469	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	ENGLAND, RONALD	
STREET ADDRESS	1534 MORNING PARK DRIVE	
CITY-ST-ZIP	KATY TX	
TITLE	S	<input type="checkbox"/> DELETE
NAME	HUMPHREY, VICKI D	
STREET ADDRESS	828 SIERRA LAKE DRIVE	
CITY-ST-ZIP	KATY TX 77450	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	GRAY, DENNIS	
STREET ADDRESS	6818 LAPUENTA	
CITY-ST-ZIP	HOUSTON TX	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Delete - No Longer an Officer or Director
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	President & CEO & Director
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	3315 Stillmeadow Court
4.4 CITY-ST-ZIP	Sugar Land, Texas 77479
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Senior Vice President
6.3 STREET ADDRESS	Peter B. Spooner
6.4 CITY-ST-ZIP	19906 Sky Hollow Lane Katy, Texas 77450

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 199.07(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: Vicki D. Humphrey CORPORATE SECRETARY 1-97 281-578-8081
VICKI D. HUMPHREY
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)