FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

PROFIT CORPORATION ANNUAL REPORT
1997

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

FILED
Apr 24 1997 8:00am
Secretary of State

DOCUMENT # **F93000001671 (7)**

1. Corporation Name
ROGERS & PHILLIPS, INC.

Principal Place of Business
P.O. BOX 11875
HOUSTON TX 77293

Mailing Address
P.O. BOX 11875
HOUSTON TX 77293-1875

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip 24 County 25

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip 29 County 30

3. Date Incorporated or Qualified: **03/22/1993**
3a. Date of Last Report: **04/08/1996**
4. FEI Number: **76-0368402** [ ] Applied For [ ] Not Applicable
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

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 Section 607.0505, 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. The registered office or registered agent, or both, of the corporation is hereby changed by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of registered agent under Section 607.0505, Florida Statutes.

SIGNATURE

12. OFFICERS AND DIRECTORS

TITLE	DP	[ ] DELETE
NAME	ROGERS, P G	
STREET ADDRESS	7213 E. MT. HOUSTON ROAD	
CITY-ST-ZIP	HOUSTON TX 77050	
TITLE	DVP	[ ] DELETE
NAME	PHILLIPS, WILLIAM R	
STREET ADDRESS	7213 E. MT. HOUSTON ROAD	
CITY-ST-ZIP	HOUSTON TX 77050	
TITLE	S	[ ] DELETE
NAME	GENTRY, LINDA	
STREET ADDRESS	7213 E. MT. HOUSTON ROAD	
CITY-ST-ZIP	HOUSTON TX 77050	
TITLE	T	[ ] DELETE
NAME	HOUSTON, RANDALL C	
STREET ADDRESS	7213 E. MT. HOUSTON ROAD	
CITY-ST-ZIP	HOUSTON TX 77050	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	[ ] Change	[ ] Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE	[ ] Change	[ ] Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE	[ ] Change	[ ] Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE	[ ] Change	[ ] Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE	[ ] Change	[ ] Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

14. I do hereby certify that the information indicated on this report or supplemental 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 with an change or addition for my title.

SIGNATURE: Randall C. Houston VP Finance 4-17-97 (281) 449-3736

CR2EC084 (96/97)