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Apr 25 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 # F93000004821 (5)

1. Corporation Name
ORION CEM, INC.



Principal Place of Business

2920 BRANDYWINE RD
STE 200
ATLANTA GA 30341
US

Mailing Address

2920 BRANDYWINE RD
STE 200
ATLANTA GA 30341-5544
US

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

3. Date Incorporated or Qualified

10/26/1993

3a. Date of Last Report

05/01/1996

4. FEI Number

58-1693218

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

SIMPSON, LARRY D
1102 NORTH GADSDEN ST.
TALLAHASSEE FL 32303

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE DVT
NAME RUMPH, HOLLAND P
STREET ADDRESS 10175 CRESCENT HILL
CITY-ST-ZIP ROSWELL GA

TITLE DP
NAME BERKOVICH, IGOR A
STREET ADDRESS 10515 TURNER ROAD
CITY-ST-ZIP ROSWELL GA

TITLE DVS
NAME FOSSITT, DANIEL S
STREET ADDRESS 825 DREWRY ST.
CITY-ST-ZIP ATLANTA GA

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE DVS
12 NAME
13 STREET ADDRESS
14 CITY-ST-ZIP

21 TITLE DVT
22 NAME
23 STREET ADDRESS
24 CITY-ST-ZIP

31 TITLE DP
32 NAME
33 STREET ADDRESS 140 Waverly Way NE
34 CITY-ST-ZIP Atlanta, GA

41 TITLE
42 NAME
43 STREET ADDRESS
44 CITY-ST-ZIP

51 TITLE
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP

61 TITLE
62 NAME
63 STREET ADDRESS
64 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:

Sandra B. Mortham 4/18/97

CR2E034 (9/96)