

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**Apr 21 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
---	---	---

**DOCUMENT # F93000004855 (3)**  
 1. Corporation Name  
**EARTH SATELLITE CORPORATION (EARTHSAT)**



Principal Place of Business <b>6011 EXECUTIVE BOULEVARD                  SUITE 400                  ROCKVILLE MD 20852-3804</b>	Mailing Address <b>6011 EXECUTIVE BOULEVARD                  SUITE 400                  ROCKVILLE MD 20852-3804</b>
--	--

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>10/27/1993</b>	
21	Suite, Apt #, etc.	26	Suite, Apt #, etc.	4. FEI Number <b>52-0894197</b>	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>N/A</b>	

9. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM                  1200 SOUTH PINE ISLAND ROAD                  PLANTATION FL 33324</b>				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				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: \_\_\_\_\_ DATE: \_\_\_\_\_  
Signature, typed or printed name of registered agent and title. Applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VPS <input type="checkbox"/> DELETE	1.1 TITLE	CEO, Porter, J. Robert, Jr. <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LORUSSO, PATRICIA L.	1.2 NAME	3407 36th Street, NW
STREET ADDRESS	12414 SADLER LANE	1.3 STREET ADDRESS	Washington, DC
CITY-ST-ZIP	BOWIE MD	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	President, Jaffe, Lenonard <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	THIBAUT, DAVID A	2.2 NAME	418 Sisson Court
STREET ADDRESS	10840 WHITERIM DRIVE	2.3 STREET ADDRESS	Silver Spring, MD 20902
CITY-ST-ZIP	POTOMAC MD	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	Assistant Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SHEFFIELD, CHARLES	3.2 NAME	Wilson, Penelope W.
STREET ADDRESS	2848 AQUARIUS AVENUE	3.3 STREET ADDRESS	6578 Creek Run Drive
CITY-ST-ZIP	SILVER SPRING MD	3.4 CITY-ST-ZIP	Centreville, VA 20121
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVIN, S B	4.2 NAME	
STREET ADDRESS	85 NORTH SHORE ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW PRESTON CT	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COLWELL, ROBERT N	5.2 NAME	
STREET ADDRESS	1300 JUANITA DRIVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	WALNUT CREEK CA	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RASIEL, AMRAM	6.2 NAME	
STREET ADDRESS	34 GALLISON AVENUE	6.3 STREET ADDRESS	
CITY-ST-ZIP	MARBLEHEAD MA	6.4 CITY-ST-ZIP	

14. I 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: *[Signature]*

4/14/98

CR2E034 (10/97)