

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

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Jan 27 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F93000005945 (1)**

1. Corporation Name  
**STEWART & STEVENSON INTERNATIONAL, INC.**



Principal Place of Business <b>P.O. BOX 1637</b> <b>ATTN: TAX MANAGER</b> <b>HOUSTON TX 77251-1637</b>	Mailing Address <b>ATTN: LEGAL DEPT.</b> <b>P.O. BOX 1637</b> <b>HOUSTON TX 77251-1637</b> <b>US</b>
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3. Date Incorporated or Qualified <b>12/21/1993</b>	3a. Date of Last Report <b>02/20/1996</b>
4. FEI Number <b>76-0418684</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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
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9. Name and Address of Current Registered Agent <b>THE PRENTICE-HALL CORPORATION SYSTEM INC.</b> <b>1201 HAYS STREET</b> <b>SUITE 105</b> <b>TALLAHASSEE FL 32301</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
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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 reinstalling) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C <input type="checkbox"/> DELETE	1.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STEWART, C. JIM II	1.2 NAME	STEWART, C. JIM II
STREET ADDRESS	5957 SHADY RIVER RD	1.3 STREET ADDRESS	2707 NORTH LOOP WEST
CITY - ST - ZIP	HOUSTON TX	1.4 CITY - ST - ZIP	HOUSTON, TEXAS 77008
TITLE	DVT <input type="checkbox"/> DELETE	2.1 TITLE	DVT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARGRAVE, ROBERT L	2.2 NAME	HARGRAVE, ROBERT L.
STREET ADDRESS	2 BLALOCK CIRCLE	2.3 STREET ADDRESS	2707 NORTH LOOP WEST
CITY - ST - ZIP	HOUSTON TX	2.4 CITY - ST - ZIP	HOUSTON, TEXAS 77008
TITLE	VS <input type="checkbox"/> DELETE	3.1 TITLE	VS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILSON, LAWRENCE E	3.2 NAME	WILSON, LAWRENCE E.
STREET ADDRESS	3 INVERNESS PK CIR	3.3 STREET ADDRESS	2707 NORTH LOOP WEST
CITY - ST - ZIP	HOUSTON TX	3.4 CITY - ST - ZIP	HOUSTON, TEXAS 77008
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	V <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MANNING, JAY C	4.2 NAME	MANNING, JAY C.
STREET ADDRESS	#1 PINE GROVE CIRCLE	4.3 STREET ADDRESS	2707 NORTH LOOP WEST
CITY - ST - ZIP	HOUSTON TX	4.4 CITY - ST - ZIP	HOUSTON, TEXAS 77008
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	V <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AXFORD, MARK H	5.2 NAME	AXFORD, MARK
STREET ADDRESS	20915 PARK BRUSH CT	5.3 STREET ADDRESS	2707 NORTH LOOP WEST
CITY - ST - ZIP	KATY TX	5.4 CITY - ST - ZIP	HOUSTON, TEXAS 77008
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	STEWART, RICHARD R.
STREET ADDRESS		6.3 STREET ADDRESS	2707 NORTH LOOP WEST
CITY - ST - ZIP		6.4 CITY - ST - ZIP	HOUSTON, TEXAS 77008

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: **LAWRENCE E. WILSON**  1/20/97 713/868-7700  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)