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**Apr 28 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 # F95000000883 (7)

1. Corporation Name
RER NEW RESOURCES, INC.



Principal Place of Business: **850 HERNDON PARKWAY SUITE 200 HERNDON VA 20270 US**

Mailing Address: **850 HERNDON PARKWAY SUITE 200 HERNDON VA 20170-5531 US**

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 02/22/1995	3a. Date of Last Report 03/26/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 54-1738626	Applied For Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324		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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PTD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KALLIVOKAS, CHRISTOPHER	1.2 NAME	
STREET ADDRESS	950 HERNDON PARKWAY, #200	1.3 STREET ADDRESS	
CITY - ST - ZIP	HERNDON VA	1.4 CITY - ST - ZIP	
TITLE	S <input type="checkbox"/> DELETE	2.1 TITLE	AS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KALLIVOKAS, PATRICIA	2.2 NAME	
STREET ADDRESS	950 HERNDON PARKWAY, #200	2.3 STREET ADDRESS	
CITY - ST - ZIP	HERNDON VA	2.4 CITY - ST - ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	AS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVY, BRUCE M	3.2 NAME	
STREET ADDRESS	1120 19TH ST., N.W., #800	3.3 STREET ADDRESS	950 Herndon Parkway #200
CITY - ST - ZIP	WASHINGTON DC 20036	3.4 CITY - ST - ZIP	Herndon VA 20170
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	S Kallivokas, Scott
STREET ADDRESS		4.3 STREET ADDRESS	950 Herndon Parkway #200
CITY - ST - ZIP		4.4 CITY - ST - ZIP	Herndon VA 20170
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 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: Chris Kallivokas Date: 4/21/97 (703) 742-6789

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)