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Jun 13 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 # F95000002518 (7)

1. Corporation Name

BSG ALLIANCE/IT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Principal Place of Business

11 GREENWAY PLAZA
SUITE 800
HOUSTON TX 77046-1102
US

Mailing Address

11 GREENWAY PLAZA, STE. 800
HOUSTON TX 77046-1102

2. Principal Place of Business

21 2700 Cumberland Parkway

Suite, Apt. #, etc.

22 Ste 300

City & State

23 Atlanta, Ga.

Zip

24 30339

Country

25 USA

2a. Mailing Address

26 Same as #2

Suite, Apt. #, etc.

27

City & State

28

Zip

29

Country

30

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
TALLAHASSEE FL 32301

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

3. Date Incorporated or Qualified
05/23/1995

3a. Date of Last Report
05/09/1996

4. FCI Number

51-0333999

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

10. Name and Address of New Registered Agent

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 tax, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

PAPERMASTER, STEVEN G
11 GREEN WAY PLAZA SUITE 800
HOUSTON TX

TITLE NAME STREET ADDRESS CITY-ST-ZIP

ROGERS, MARK
11 GREEN WAY PLAZA SUITE 800
HOUSTON TX

TITLE NAME STREET ADDRESS CITY-ST-ZIP

PICKERING, ROBERT E JR.
11 GREEN WAY PLAZA SUITE 800
HOUSTON TX

TITLE NAME STREET ADDRESS CITY-ST-ZIP

SMITH, NORMAN D.
11 GREEN WAY PLAZA SUITE 800
HOUSTON TX

TITLE NAME STREET ADDRESS CITY-ST-ZIP

WEINER, JEFFREY J
11 GREEN WAY PLAZA SUITE 800
HOUSTON TX

TITLE NAME STREET ADDRESS CITY-ST-ZIP

NOORDA, RAYMOND J
11 GREEN WAY PLAZA SUITE 800
HOUSTON TX

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP

VP
Peggy B. Sherman
2700 Cumberland Parkway, Suite 300
Atlanta, Ga. 30339

2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP

VPTr
Caryn S. Dickerson
2700 Cumberland Parkway, Suite 300
Atlanta, Ga. 30339

3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP

Jerome H. Baglien
2700 Cumberland Parkway, Suite 300
Atlanta, Ga. 30339

4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP

D
David E. McDowell
2700 Cumberland Parkway, Suite 300
Atlanta, GA. 30339

5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP

D
Jerome H. Baglien
2700 Cumberland Parkway, Suite 300
Atlanta, Ga. 30339

6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

D
David E. McDowell
2700 Cumberland Parkway, Suite 300
Atlanta, GA. 30339

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. 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, typed, or on an attachment with an address.

SIGNATURE

Peggy B. Sherman

6/19/97

CR2E034 (9/96)