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**May 05 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000002728 (2)
 1. Corporation Name
WERNER ENTERPRISES, INC.



Principal Place of Business 14507 FRONTIER ROAD OMAHA NE 68138 US	Mailing Address PO BOX 37308 OMAHA NE 68137-0308
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3. Date Incorporated or Qualified 06/07/1995	3a. Date of Last Report 04/26/1996
4. FEI Number 47-0648386	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
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	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Country	30. Country

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DVCO <input type="checkbox"/> DELETE
NAME	WERNER, CURTIS G
STREET ADDRESS	14507 FRONTIER RD
CITY - ST - ZIP	OMAHA NE
TITLE	D <input type="checkbox"/> DELETE
NAME	TIMMERMAN, GERALD
STREET ADDRESS	14507 FRONTIER RD
CITY - ST - ZIP	OMAHA NE
TITLE	DCEO <input type="checkbox"/> DELETE
NAME	WERNER, CLARENCE L
STREET ADDRESS	14507 FRONTIER RD
CITY - ST - ZIP	OMAHA NE
TITLE	DVCP <input type="checkbox"/> DELETE
NAME	WERNER, GARY L
STREET ADDRESS	14507 FRONTIER RD
CITY - ST - ZIP	OMAHA NE
TITLE	D <input type="checkbox"/> DELETE
NAME	EPSTEIN, IRVING B
STREET ADDRESS	14507 FRONTIER RD
CITY - ST - ZIP	OMAHA NE
TITLE	D <input type="checkbox"/> DELETE
NAME	THOMPSON, MARTIN F
STREET ADDRESS	14507 FRONTIER RD
CITY - ST - ZIP	OMAHA NE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D / VC <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	D / VC <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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. **See attachment.**

SIGNATURE:  **REQUIRED** Richard S. Reiser 4/17/97 402-895-6640

CR2E034 (9/96)

WERNER ENTERPRISES, INC.
P.O. BOX 37308
OMAHA, NE 68137

FLORIDA PROFIT CORPORATION ANNUAL REPORT - 1997

ATTACHMENT A

ADDITIONAL OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY - ST - ZIP	P/D WERNER, GREGORY L 14507 FRONTIER RD OMAHA NE 68138
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V/COO SYNOWICKI, ROBERT E JR 14507 FRONTIER RD OMAHA NE 68138
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V REISER, RICHARD S 14507 FRONTIER RD OMAHA NE 68138
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V/T/CFO STEELE, JOHN J 14507 FRONTIER RD OMAHA NE 68138
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V ADAMS, ALAN D 14507 FRONTIER RD OMAHA NE 68138
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V MARTIN, MARK A 14507 FRONTIER RD OMAHA NE 68138
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V HENN, DUANE D 14507 FRONTIER RD OMAHA NE 68138
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V WILLIAMS, LARRY P 14507 FRONTIER RD OMAHA NE 68138
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V HAUG, DWAYNE O 14507 FRONTIER RD OMAHA NE 68138
TITLE NAME STREET ADDRESS CITY - ST - ZIP	S JOHNSON, JAMES L 14507 FRONTIER RD OMAHA NE 68138
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D ROBERT, DONALD W 14507 FRONTIER RD OMAHA NE 68138