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Feb 18 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 # F95000002917 (1)

1. Corporation Name
ALLSCAFF, INC.



Principal Place of Business
5151 SAN FELIPE, STE 1600
HOUSTON TX 77056

Mailing Address
5151 SAN FELIPE, STE 1600
HOUSTON TX 77056-3609

3. Date Incorporated or Qualified 06/16/1995	3a. Date of Last Report 03/22/1996
4. FEI Number 62-1354747	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 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	30

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301	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
	FL

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	DC	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHISTE, ROBERT M	12 NAME	
STREET ADDRESS	5151 SAN FELIPE, STE 1600	13 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77056	14 CITY-ST-ZIP	
TITLE	DCP	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COLICHER, CURTIS C	22 NAME	
STREET ADDRESS	5151 SAN FELIPE, STE 1600	23 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77056	24 CITY-ST-ZIP	
TITLE	V	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RAMIREZ, MICHAEL W	32 NAME	
STREET ADDRESS	5151 SAN FELIPE, STE 1600	33 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77056	34 CITY-ST-ZIP	
TITLE	VC	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MASON, STANLEY L	42 NAME	
STREET ADDRESS	5151 SAN FELIPE, STE 1600	43 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77056	44 CITY-ST-ZIP	
TITLE	S	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FIEDLER, WILLIAM L	52 NAME	
STREET ADDRESS	5151 SAN FELIPE, STE 1600	53 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77056	54 CITY-ST-ZIP	
TITLE		61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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: *Colleen D. Rooney* Colleen Rooney 1-22-97 (713) 625-7116

CR2E034 (9/96)

Directors and Officers
AllScaff, Inc.

DIRECTORS:

Robert M. Chiste	Director
Primary: 5151 San Felipe, Suite 1600	
Address: Houston, TX 77056-3609	

David E. Fanta	Director
Primary: 5151 San Felipe, Suite 1600	
Address: Houston, TX 77056-3609	

Curtis C. Colicher	Director
Primary: 5151 San Felipe, Suite 1600	
Address: Houston, TX 77056-3609	

OFFICERS:

Curtis C. Colicher	President
Primary: 5151 San Felipe, Suite 1600	
Address: Houston, TX 77056-3609	

Stanley L. Mason	Vice President & Controller
Primary: 5151 San Felipe, Suite 1600	
Address: Houston, TX 77056-3609	

Thomas V. Strand	Vice President
Primary: 603 Bell park Circle	
Address: Woodstock, GA 30188	

Mike W. Ramirez	Vice President
Primary: 5151 San Felipe, Suite 1600	
Address: Houston, TX 77056-3609	

William L. Fiedler	Secretary
Primary: 5151 San Felipe, Suite 1600	
Address: Houston, TX 77056-3609	

T. Wayne Wren	Treasurer
Primary: 5151 San Felipe, Suite 1600	
Address: Houston, TX 77056-3609	

Colleen M. Rooney	Assistant Secretary
Primary: 5151 San Felipe, Suite 1600	
Address: Houston, TX 77056-3609	