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**Apr 07 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 # F95000003339 (7)
1. Corporation Name
ESPEY, HUSTON & ASSOCIATES, INC.



Principal Place of Business: **P.O. BOX 519 AUSTIN TX 78767-0519**
Mailing Address: **P.O. BOX 519 AUSTIN TX 78767-0519**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/10/1995	3a. Date of Last Report 03/05/1996
21. Suite, Apt #, etc.	22. City & State	26. Suite, Apt #, etc.	27. City & State	4. FEI Number 74-1760837	Applied For <input type="checkbox"/> Not Applicable
23. Zip	24. Country	28. Zip	29. Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

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

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 PD	JASPER, CHARLES T 206 WILD BASIN ROAD, STE 300 AUSTIN TX	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE STD	PARKER, MICHAEL W 206 WILD BASIN ROAD, STE 300 AUSTIN TX	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE CD	TAKADA, DAIZO 300 NORTH LAKE AVE., STE 920 PASADENA CA	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE D	LOWE, STEPHEN W 300 NORTH LAKE AVE., STE 920 PASADENA CA	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE D	OWEN, EVERETT M 206 WILD BASIN ROAD, STE 300 AUSTIN TX	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE D	SHARP, H B 206 WILD BASIN ROAD, STE 300 AUSTIN TX	6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	

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: _____ **3/13/97** **512/327-6840**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)