

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 15 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 # F95000004990 (6)
 1. Corporation Name
SEER TECHNOLOGIES, INC.



Principal Place of Business 8000 REGENCY PARKWAY ATTN: DENNIS MCKINNIE CARY NC 27511 US	Mailing Address 8000 REGENCY PARKWAY ATTN: DENNIS MCKINNIE CARY NC 27511-8513 US
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3. Date Incorporated or Qualified 10/13/1995	3a. Date of Last Report 02/14/1996
4. FEI Number 13-3556562	Applied For 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 checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Attn: Dennis McKinnie	2a. Mailing Address 26 Attn: Dennis McKinnie
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.
23 City & State	28 City & State
24 Zip	29 Zip
25 Country	30 Country

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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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	VCOO <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARIC, MARK J	1.2 NAME	
STREET ADDRESS	8000 REGENCY PARKWAY	1.3 STREET ADDRESS	
CITY - ST - ZIP	CARY NC 27511	1.4 CITY - ST - ZIP	
TITLE	DPC <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BEDELL, EUGENE	2.2 NAME	
STREET ADDRESS	8000 REGENCY PARKWAY	2.3 STREET ADDRESS	
CITY - ST - ZIP	CARY NC	2.4 CITY - ST - ZIP	
TITLE	VCOO <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BICKSLER, ROBERT C	3.2 NAME	
STREET ADDRESS	8000 REGENCY PARKWAY	3.3 STREET ADDRESS	
CITY - ST - ZIP	CARY NC 27511	3.4 CITY - ST - ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOISVERT, ANDRE	4.2 NAME	
STREET ADDRESS	8000 REGENCY PARKWAY	4.3 STREET ADDRESS	
CITY - ST - ZIP	CARY NC 27511	4.4 CITY - ST - ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DMISZEWICKI, STEVEN	5.2 NAME	V/T
STREET ADDRESS	8000 REGENCY PARKWAY	5.3 STREET ADDRESS	
CITY - ST - ZIP	CARY NC 27511	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	

See Attached List for Additions

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:  **11 April 1997** **919-380-5005**
 DENNIS MCKINNIE, Vice President and General Counsel Date Daytime Phone #

CR2E034 (9/96)

SEER TECHNOLOGIES, INC.

BOARD OF DIRECTORS

Thomas A. Wilson
President and Chief Executive Officer
Seer Technologies, Inc.

Business Address:
Seer Technologies, Inc.
8000 Regency Parkway
Cary, NC 27511

Home Address:
127 Dunedin Court
Cary, NC 27511

Robert A. Minicucci
Chairman of the Board, General Partner,
Welsh, Carson, Anderson & Stowe

Business Address:
Welsh, Carson, Anderson & Stowe
320 Park Avenue, Suite 2500
New York, NY 10022

Home Address:
7 Hilltop Road
South Norwalk, CT 06854

Anthony J. de Nicola
General Partner
Welsh Carson, Anderson & Stowe

Business Address:
Welsh, Carson, Anderson & Stowe
320 Park Avenue, Suite 2500
New York, NY 10022

Home Address:
151 Birsch Street
Franklin Lakes, NJ 07417

Bruce K. Anderson
General Partner
Welsh Carson, Anderson & Stowe

Business Address:
Welsh, Carson, Anderson & Stowe
320 Park Avenue, Suite 2500
New York, NY 10022

Home Address:
813 Minsi Trail
Franklin Lakes, NJ 07417

Frank T. Cary
Retired Chairman and Chief Executive Officer,
IBM

Business Address:
Office of Retired Chairman & CEO
208 Harbor Drive
Stamford, CT 06904

Home Address:
26 Old Farm Road
Darien, CT 06820

George L. McTavish
Chairman, President and Chief Executive
Officer,
Comdata Holdings Corporation

Business Address:
521 Westview Avenue
Nashville, TN 37205

Home Address:
521 Westview Avenue
Nashville, TN 37205

SEER TECHNOLOGIES, INC. (Continued)

EXECUTIVE OFFICERS

Thomas A. Wilson

President and Chief Executive Officer

Business Address:

Seer Technologies, Inc.
8000 Regency Parkway
Cary, NC 27511
Office Phone No.: (919) 319-2000

Home Address:

127 Dunedin Court
Cary, NC 27511
Home Phone No.: (919) 462-6189

Social Security No.: 072-48-8877

Dennis McKinnie

Vice President and General Counsel

Business Address:

Seer Technologies, Inc.
8000 Regency Parkway
Cary, NC 27511
Office Phone No.: (919) 380-5005

Home Address:

1422 Canterbury Road
Raleigh, NC 27608
Home Phone No.: (919) 782-0630

Social Security No.: 408-80-9397

Steven Dmiszewicki

Senior Vice President, Chief Financial Officer

Business Address:

Seer Technologies, Inc.
8000 Regency Parkway
Cary, NC 27511
Office Phone No.: (919) 380-5225

Home Address:

8605 Bell Grove Way
Raleigh, NC 27615
Home Phone No.: (919) 852-0902

Social Security No: 136-66-2710

SEER TECHNOLOGIES, INC. (Continued)

EXECUTIVE OFFICERS

Michael A. Reiff

Senior Vice President of Worldwide Marketing

Business Address:

Seer Technologies, Inc.
8000 Regency Parkway
Cary, NC 27511
Office Phone No.: (919) 380-5010

Home Address:

925 Audubon Park Drive
Cary, NC 27511
Home Phone No.: (919) 233-5205

Social Security No.: 076-440-816