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Feb 20 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 # F96000006490 (4)
1. Corporation Name
NATIONAL RETAIL & COMMERCIAL CONTRACTORS, INC.



Principal Place of Business Mailing Address
10850 RICHMOND, STE. 216 10850 RICHMOND, STE. 216
HOUSTON TX 77042 HOUSTON TX 77042-4792

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21 3939 E. HWY 80		26 SAME		12/10/1996	N/A
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	Applied For
22 SUITE 27B		27		76-0517391	Not Applicable
City & State		City & State		5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 MBSQUITE, TX.		28		<input type="checkbox"/>	\$5.00 May Be Added to Fees
Zip	Country	Zip	Country	6. Election Campaign Financing Trust Fund Contribution	
24 75150	25 DALLAS	29	30	<input type="checkbox"/>	
g. Name and Address of Current Registered Agent				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHEFFIELD, CHARLES	1.2 NAME	
STREET ADDRESS	6026 DASHWOOD	1.3 STREET ADDRESS	
CITY - ST - ZIP	HOUSTON TX 77081	1.4 CITY - ST - ZIP	
TITLE	P	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DEARING, RODNEY	2.2 NAME	
STREET ADDRESS	23034 BENBURY	2.3 STREET ADDRESS	
CITY - ST - ZIP	KATY TX 77450	2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		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	

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: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____
Date _____ Daytime Phone # 0011861

CR2E034 (9/96)