


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

FILED
May 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000001471 (8)

1. Corporation Name
MISSION CRITICAL SOFTWARE, INC.



Principal Place of Business 720 NORTH POST OAK ROAD, SUITE 505 HOUSTON TX 77024-3835	Mailing Address 720 NORTH POST OAK ROAD, SUITE 505 HOUSTON TX 77024-3835
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/21/1997	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 76-0509513	Applied For <input type="checkbox"/> Not Applicable
23 Zip	25 Country	28 Zip	30 Country	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No					

9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525		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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstalling)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WOODHILL, LOUIS R	1.2 NAME	
STREET ADDRESS	720 NORTH POST OAK ROAD SUITE 505	1.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77024-3835	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERNHARDT, THOMAS P	2.2 NAME	PRESIDENT
STREET ADDRESS	720 NORTH POST OAK ROAD SUITE 505	2.3 STREET ADDRESS	BERNHARDT, THOMAS P
CITY-ST-ZIP	HOUSTON TX 77024-3835	2.4 CITY-ST-ZIP	720 N. POST OAK RD #505
TITLE	ST <input type="checkbox"/> DELETE	3.1 TITLE	HOUSTON, TX 77024
NAME	KOFFEND, PAUL F JR	3.2 NAME	
STREET ADDRESS	720 NORTH POST OAK ROAD SUITE 505	3.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77024-3835	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AYER, DOUG	4.2 NAME	
STREET ADDRESS	300 FIRST STAMFORD PLACE	4.3 STREET ADDRESS	
CITY-ST-ZIP	STAMFORD CT 06902	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GOLDSTEIN, E A	5.2 NAME	
STREET ADDRESS	800 BROOKSEGE BLVD.	5.3 STREET ADDRESS	
CITY-ST-ZIP	WESTERVILLE OH 43081-1135	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SANDELL, SCOTT	6.2 NAME	
STREET ADDRESS	2490 SANDHILL ROAD	6.3 STREET ADDRESS	
CITY-ST-ZIP	MENLO PARK CA 94025	6.4 CITY-ST-ZIP	

14. I 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 in an attachment with an address.

SIGNATURE:

Paul F. Koffend (713) 518-1701

CR2E034 (10/97)