

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

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	---

DOCUMENT # F97000006235 (2)

1. Corporation Name
CO-COUNSEL, INC.

Principal Place of Business
THREE RIEVRWAY, STE 1140
HOUSTON TX 77056

Mailing Address
THREE RIEVRWAY, STE 1140
HOUSTON TX 77056

FILED

98 AUG 11 PM 12:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/25/1997	
21	175 BROAD HOLLOW ROAD	26	175 BROAD HOLLOW ROAD	4. FEI Number 76-0248179	
Suite MELVILLE, NY 11747-8905		Suite MELVILLE, NY 11747-8905		Applied For Not Applicable	
22		27		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23		28		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	
24	Zip	25	Country	29	30

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
BLUMBERG EXCELSIOR CORPORATE SERVICES INC 4435 OLD WINTER GARDEN ROAD ORLANDO FL 32802		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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PISKE III, RICHARD A	1.2 NAME	
STREET ADDRESS	175 BROAD HOLLOW ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	MELVILLE NY	1.4 CITY-ST-ZIP	300002616553--7
TITLE	PD	2.1 TITLE	08/14/98--01065--020
NAME	TURANO III, JOSEPH A	2.2 NAME	****150.00 ****150.00
STREET ADDRESS	THREE RIVERWAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	2.4 CITY-ST-ZIP	300002616553--7
TITLE	VT	3.1 TITLE	08/14/98--01065--021
NAME	PUGLISI, ANTHONY J	3.2 NAME	****400.00 ****400.00
STREET ADDRESS	175 BROAD HOLLOW ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	MELVILLE NY	3.4 CITY-ST-ZIP	
TITLE	VS	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LADEROUTE JR, LAURIN L	4.2 NAME	
STREET ADDRESS	175 BROAD HOLLOW ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	MELVILLE NY	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LIGUORI, FRANK N	5.2 NAME	
STREET ADDRESS	175 BROAD HOLLOW ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	MELVILLE NY	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COSTANTINI, WILLIAM P	6.2 NAME	
STREET ADDRESS	175 BROAD HOLLOW ROAD	6.3 STREET ADDRESS	
CITY-ST-ZIP	MELVILLE NY	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 on an attachment with an address.

SIGNATURE:

Sam A. Adams

6/17/98 516-844-7260

CR2E034 (10/97)