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Apr 21, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P02726

1. Corporation Name
SODEXHO MARRIOTT EDUCATION SERVICES, INC.



Principal Place of Business
 10400 FERNWOOD ROAD
 BETHESDA MD 20817
 US

Mailing Address
 10400 FERNWOOD ROAD
 DEPT 924.13
 BETHESDA MD 20817

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/17/1984

4. FEI Number
52-1179155

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 **9801 Washingtonian Blvd**
 Suite, Apt. #, etc.

2a. Mailing Address
 26 **P.O. Box 352**
 Suite, Apt. #, etc.

22 City & State
 23 **Gaithersburg, MD**
 Zip Country
20878 US

27 City & State
 28 **Buffalo, NY**
 Zip Country
14240 US

9. Name and Address of Current Registered Agent
PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

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

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	O'DELL, CHARLES D	
STREET ADDRESS	10400 FERNWOOD ROAD	
CITY-ST-ZIP	BETHESDA MD	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	RYAN, JOSEPH	
STREET ADDRESS	10400 FERNWOOD ROAD	
CITY-ST-ZIP	BETHESDA MD	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	SHAW, WILLIAM J.	
STREET ADDRESS	10400 FERNWOOD ROAD	
CITY-ST-ZIP	BETHESDA MD	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MCGLOCKTON, JOAN RECTOR	
STREET ADDRESS	10400 FERNWOOD ROAD	
CITY-ST-ZIP	BETHESDA MD	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	MURPHY, RAYMOND G	
STREET ADDRESS	10400 FERNWOOD ROAD	
CITY-ST-ZIP	BETHESDA MD	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	BENZ, NANCY L.	
STREET ADDRESS	10400 FERNWOOD ROAD	
CITY-ST-ZIP	BETHESDA MD	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P/D	<input checked="" type="checkbox"/> Exchange <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS	9801 Washingtonian Blvd	
1.4 CITY-ST-ZIP	Gaithersburg, MD 20878	
2.1 TITLE	VD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Hyatt, Lawrence E.	
2.3 STREET ADDRESS	9801 Washingtonian Blvd	
2.4 CITY-ST-ZIP	Gaithersburg, MD 20878	
3.1 TITLE	VD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Kandel, Michel	
3.3 STREET ADDRESS	9801 Washingtonian Blvd	
3.4 CITY-ST-ZIP	Gaithersburg, MD 20878	
4.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS	9801 Washingtonian Blvd	
4.4 CITY-ST-ZIP	Gaithersburg, MD 20878	
5.1 TITLE	T	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	Vacant	
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Allen, Richard H.	
6.3 STREET ADDRESS	10 Earhart Drive	
6.4 CITY-ST-ZIP	Williamsville, NY 14221	

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, with all other like empowered.

SIGNATURE: Richard H. Allen REGISTERED Richard H. Allen 4/12/99 (716) 633-2222 X8376
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)