

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

FILED
Apr 14 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 # P03928 (9)
1. Corporation Name
BAE AUTOMATED SYSTEMS, INC.



Principal Place of Business
2525 CARTER
CARROLLTON TX 75006
US

Mailing Address
P O BOX 818002
DALLAS TX 75381-9002
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/02/1984	
21	Suite, Apt. #, etc.	26	2525 Carter	4. FEI Number 75-1845280	Applied For Not Applicable
22		27		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	City & State	28	Carrollton, TX	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Zip	29	75006-1310	7. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Country	30	US		

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324			
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	PD
NAME	DIFONSO, GENE	1.2 NAME	DAN A. KELLY
STREET ADDRESS	3105 WESTDOOR DR	1.3 STREET ADDRESS	17200 WESTGROVE
CITY-ST-ZIP	ARLINGTON TX	1.4 CITY-ST-ZIP	DALLAS, TX 75248
TITLE	VD	2.1 TITLE	
NAME	CANT, LAURENCE	2.2 NAME	
STREET ADDRESS	26 GROSVENOR CLOSE ASHLEY HEATH	2.3 STREET ADDRESS	
CITY-ST-ZIP	RINGWOOD HA	2.4 CITY-ST-ZIP	
TITLE	VAS	3.1 TITLE	
NAME	POORT, LARRY WRAY	3.2 NAME	
STREET ADDRESS	2203 LEMANS	3.3 STREET ADDRESS	
CITY-ST-ZIP	CARROLLTON TX	3.4 CITY-ST-ZIP	
TITLE	VD	4.1 TITLE	
NAME	BURNS, CHRISTOPHER R	4.2 NAME	
STREET ADDRESS	DOONSIDE, 66 FAIRMILE LN	4.3 STREET ADDRESS	
CITY-ST-ZIP	COBHAM SU	4.4 CITY-ST-ZIP	
TITLE	SD	5.1 TITLE	
NAME	DEVYLDER, EDGAR P	5.2 NAME	
STREET ADDRESS	TWO WEED CIRCLE	5.3 STREET ADDRESS	
CITY-ST-ZIP	STAMFORD CT	5.4 CITY-ST-ZIP	
TITLE	C	6.1 TITLE	
NAME	BEE, R. DAVID	6.2 NAME	
STREET ADDRESS	19 HICKORY HOLLOW	6.3 STREET ADDRESS	
CITY-ST-ZIP	ROANOKE TX	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: Larry W. Poort Larry W. Poort VP 4/8/98 (972) 245-9411

CR2E034 (10/97)