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Mar 11, 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 # P04402

1. Corporation Name
TRS STAFFING SOLUTIONS, INC.



Principal Place of Business
**3353 MICHELSON DR.
 551M
 IRVINE CA 92698-0001
 US**

Mailing Address
**3353 MICHELSON DR.
 551M
 IRVINE CA 92698-0001
 US**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 []
 Suite, Apt. #, etc.
 22 []
 City & State
 23 []
 Zip Country
 24 [] 25 []

2a. Mailing Address
 26 []
 Suite, Apt. #, etc.
 27 []
 City & State
 28 []
 Zip Country
 29 [] 30 []

3. Date Incorporated or Qualified
12/18/1984

4. FEI Number
57-0785147

5. Certificate of Status Desired Applied For
 Not Applicable
\$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

9. Name and Address of Current Registered Agent
**NRAI SERVICES, INC.
 526 EAST PARK AVENUE
 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

| | | |
|----------------|---------------------------|--|
| TITLE | P | <input type="checkbox"/> DELETE |
| NAME | WHEELER, N.S. | |
| STREET ADDRESS | 3353 MICHELSON DR. | |
| CITY-ST-ZIP | IRVINE CA | |
| TITLE | CFO | <input checked="" type="checkbox"/> DELETE |
| NAME | CONAWAY, J.M. | |
| STREET ADDRESS | 3353 MICHELSON DR. | |
| CITY-ST-ZIP | IRVINE CA | |
| TITLE | AT | <input type="checkbox"/> DELETE |
| NAME | MORROW, T. H. | |
| STREET ADDRESS | 3353 MICHELSON DR. | |
| CITY-ST-ZIP | IRVINE CA | |
| TITLE | CAO | <input type="checkbox"/> DELETE |
| NAME | ROLLANS, J.M. | |
| STREET ADDRESS | 3353 MICHELSON DR. | |
| CITY-ST-ZIP | IRVINE CA | |
| TITLE | S | <input type="checkbox"/> DELETE |
| NAME | FISHER, L.N. | |
| STREET ADDRESS | 3353 MICHELSON DR. | |
| CITY-ST-ZIP | IRVINE CA | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | |
|--------------------|--|
| 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | |
| 1.3 STREET ADDRESS | |
| 1.4 CITY-ST-ZIP | |
| 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | |
| 2.3 STREET ADDRESS | |
| 2.4 CITY-ST-ZIP | |
| 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | |
| 3.3 STREET ADDRESS | |
| 3.4 CITY-ST-ZIP | |
| 4.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | |
| 4.3 STREET ADDRESS | |
| 4.4 CITY-ST-ZIP | |
| 5.1 TITLE | DS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | |
| 5.3 STREET ADDRESS | |
| 5.4 CITY-ST-ZIP | |
| 6.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 6.2 NAME | DC |
| 6.3 STREET ADDRESS | STEIN, J.C. |
| 6.4 CITY-ST-ZIP | 3353 MICHELSON DR. IRVINE, CA 92698 |

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: T. H. MORROW 3/10/99 (949)975-4031
 ASSISTANT TREASURER
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)