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May 02 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P10096** (6)

1. Corporation Name  
**LAYNE GEOSCIENCES, INC.**

Principal Place of Business <b>1900 SHAWNEE MISSION PKWY MISSION WOODS KS 66205</b>	Mailing Address <b>1900 SHAWNEE MISSION PKWY MISSION WOODS KS 66205-2091</b>
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>05/13/1986</b>	3a. Date of Last Report <b>05/01/1996</b>
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number <b>48-1014061</b>		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75</b> Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00</b> May Be Added to Fees	
24 Country	29 Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
<b>CT CORPORATION SYSTEM</b> <b>1200 S. PINE ISLAND ROAD</b> <b>PLANTATION FL 33324</b>		81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	SD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MAGILL, KENT B.</b>	1.2 NAME	
STREET ADDRESS	<b>1900 SHAWNEE MISSION PARKWAY</b>	1.3 STREET ADDRESS	
CITY- ST- ZIP	<b>MISSION WOODS KS</b>	1.4 CITY- ST- ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>LALLY, MICHAEL J.</b>	2.2 NAME	
STREET ADDRESS	<b>1900 SHAWNEE MISSION PKW</b>	2.3 STREET ADDRESS	
CITY- ST- ZIP	<b>MISSION WOODS KS</b>	2.4 CITY- ST- ZIP	
TITLE	T <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>PITCEL, R.A.</b>	3.2 NAME	
STREET ADDRESS	<b>19000 SHAWNEE MISSION PARKWAY</b>	3.3 STREET ADDRESS	<b>1900 Shawnee Mission Parkway</b>
CITY- ST- ZIP	<b>MISSION WOODS KS</b>	3.4 CITY- ST- ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SCHMITT, ANDREW B.</b>	4.2 NAME	
STREET ADDRESS	<b>1900 SHAWNEE MISSION PARKWAY</b>	4.3 STREET ADDRESS	
CITY- ST- ZIP	<b>MISSION WOODS KS</b>	4.4 CITY- ST- ZIP	
TITLE	VP <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>NUZMAN, CARL E</b>	5.2 NAME	<b>Killen, David B.</b>
STREET ADDRESS	<b>1900 SHAWNEE MISSION PKWY</b>	5.3 STREET ADDRESS	<b>1900 Shawnee Mission Parkway</b>
CITY- ST- ZIP	<b>MISSION WOODS KS</b>	5.4 CITY- ST- ZIP	<b>Mission Woods, KS 66205</b>
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY- ST- ZIP		6.4 CITY- ST- ZIP	

14. I do 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: R.A. Pitcel **R. A. Pitcel; Treasurer** 4/25/97 913/362-0510

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

0483575

CR2E034 (9/96)