

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Jul 31 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P13399 (1)
1. Corporation Name
SODEXHO USA, INC.



Principal Place of Business 153 SECOND AVENUE WALTHAM MA 02154-1122	Mailing Address 153 SECOND AVENUE WALTHAM MA 02154-1122
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/27/1987	3a. Date of Last Report 03/06/1996
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.			4. FEI Number 04-2204498	Applied For Not Applicable
22 City & State	27 City & State			5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip	28 Zip			6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24 Country	29 Country			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	

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 110 NORTH MAGNOLIA STREET 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 _____
Signature, typed or printed name of registered agent and title if applicable

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LANDEL, MICHEL	1.2 NAME	
STREET ADDRESS	2160 MASS. AVE.	1.3 STREET ADDRESS	
CITY-ST-ZIP	LEXINGTON MA	1.4 CITY-ST-ZIP	
TITLE	AT <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SANO, JOHN G.	2.2 NAME	
STREET ADDRESS	23 LOUANIS DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	READING MA	2.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAYES, DAVID W.	3.2 NAME	
STREET ADDRESS	42 IMRIE ST.	3.3 STREET ADDRESS	
CITY-ST-ZIP	RANDOLPH MA	3.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DOUCE, PATRICE	4.2 NAME	
STREET ADDRESS	BP 67 78185 ST QUENTIN	4.3 STREET ADDRESS	
CITY-ST-ZIP	EN YVELINES CEDEX FR	4.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BALDWIN, REMI	5.2 NAME	
STREET ADDRESS	BP 67 78185 ST QUENTIN	5.3 STREET ADDRESS	
CITY-ST-ZIP	EN YVELINES CEDEX FR	5.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RODIONOFF, ANDRE	6.2 NAME	
STREET ADDRESS	BP 67 78185 ST QUENTIN	6.3 STREET ADDRESS	
CITY-ST-ZIP	EN YVELINES CEDEX FR	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: _____

CR2E034 (4/97)