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May 13 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P27609

(7)

1. Corporation Name
GEOTRANS, INC.

Principal Place of Business
48050 MANEKIN PLAZA STE 100
STERLING VA 20166
US

Mailing Address
48050 MANEKIN PLAZA STE 100
STERLING VA 20166-6519
US



2. Principal Place of Business
21 46050 Manekin Plaza

2a. Mailing Address
26 Same

Suite, Apt. #, etc.
22 Ste 100

Suite, Apt. #, etc.
27

City & State
23

City & State
28

Zip
24

Country
25

Zip
29

Country
30

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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: Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	DELETE
NAME	MERCER, JAMES W	
STREET ADDRESS	11373 SENECA KNOLL DR.	
CITY-ST-ZIP	GREAT FALLS VA 22066	
TITLE	VD	DELETE
NAME	GUSWA, JOHN H	
STREET ADDRESS	8 OLD MEADOW LANE	
CITY-ST-ZIP	HARVARD MA 01451	
TITLE	STD	DELETE
NAME	FAUST, CHARLES R.	
STREET ADDRESS	219 BRECKENRIDGE DR	
CITY-ST-ZIP	WINCHESTER VA 22061	
TITLE	VD	DELETE
NAME	WADDELL, RICHARD K.	
STREET ADDRESS	4950 LEE HILL RD.	
CITY-ST-ZIP	BOULDER CO 80304	
TITLE	D	DELETE
NAME	HWANG, LI-SAN	
STREET ADDRESS	630 NORTH ROSEMEAD BLVD.	
CITY-ST-ZIP	PASADENA CA	
TITLE	V	DELETE
NAME	WARD, DAVID S	
STREET ADDRESS	RT 1 BOX 195A	
CITY-ST-ZIP	LOVETTESVILLE VA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	Change	Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	Change	Addition
6.2 NAME		
6.3 STREET ADDRESS		
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: [Signature] DATE: 5/1/97

CR2E034 (9/96)