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Apr 16 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Morthorn Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P30512 (8)

1. Corporation Name  
MEMBERSHIP SERVICES, INC.

Principal Place of Business  
1765 BUSINESS CTR DR #100  
RESTON VA 22090

Mailing Address  
1765 BUSINESS CTR DR #100  
RESTON VA 20190-5326



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/24/1990	3a. Date of Last Report 03/06/1996
21		26		4. FEI Number 54-1068564	Applied For Not Applicable
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Paid
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Zip	25. Country	29. Zip	30. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

THE PRENTICE HALL CORP. SYSTEM INC.  
1201 HAYS STREET  
SUITE 105  
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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONAL OFFICERS AND DIRECTORS IN 12	
TITLE	P.T. CAMPBELL, FLOYD J.	1.1 TITLE	Director
NAME	8380 GREENSBORO DR. #212	1.2 NAME	William T. McElmurray
STREET ADDRESS	MCLEAN VA	1.3 STREET ADDRESS	191 Ellington Rd.
CITY- ST- ZIP		1.4 CITY- ST- ZIP	Longmeadow, MA 01106
TITLE	D MCCLOSKEY, PETER F.	2.1 TITLE	Director
NAME	7625 BURFORD DR.	2.2 NAME	Leona R. Campbell
STREET ADDRESS	MCLEAN VA	2.3 STREET ADDRESS	18044 Loma Alegre
CITY- ST- ZIP		2.4 CITY- ST- ZIP	Rancho Santa Fe, CA 92067
TITLE	D PRICE, ROBERT V.	3.1 TITLE	Director
NAME	9012 SEVEN LOCKS RD.	3.2 NAME	Denny R. Harris
STREET ADDRESS	BETHESDA, MD, VA	3.3 STREET ADDRESS	1672 Gloucester Ct.
CITY- ST- ZIP		3.4 CITY- ST- ZIP	Sewickley, PA 15143
TITLE	VS THOMPSON, BETH S.	4.1 TITLE	Director
NAME	PO BOX 2271	4.2 NAME	Robert E. Norman
STREET ADDRESS	LEESBURG VA	4.3 STREET ADDRESS	2513 Camberwell Ct.
CITY- ST- ZIP		4.4 CITY- ST- ZIP	Herndon, VA 20171
TITLE		5.1 TITLE	Secretary
NAME		5.2 NAME	Beth S. Thompson
STREET ADDRESS		5.3 STREET ADDRESS	Evergreen Mill Road
CITY- ST- ZIP		5.4 CITY- ST- ZIP	Leesburg VA 22075
TITLE		6.1 TITLE	
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: *Beth S. Thompson* 3/18/97 703438 3000  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)