

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Mar 16 1998 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # P30512 (8)
1. Corporation Name
MEMBERSHIP SERVICES, INC.



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| Principal Place of Business 1765 BUSINESS CTR DR #100 RESTON VA 22090 | Mailing Address 1765 BUSINESS CTR DR #100 RESTON VA 22090 |
|---|---|

DO NOT WRITE IN THIS SPACE

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|---|--|--|--|---|--|
| 2. Principal Place of Business 21 1767 Business Ctr. Drive Suite, Apt. #, etc. 22 #150 City & State 23 Reston, VA Zip 24 20190 | | 2a. Mailing Address 26 1767 Business Ctr. Drive Suite, Apt. #, etc. 27 #150 City & State 28 Reston, VA Zip 29 20190 | | 3. Date Incorporated or Qualified 07/24/1990 | |
| 25 Country US | | 30 Country US | | 4. FEI Number 54-1068564 | |
| | | | | Applied For Not Applicable | |
| | | | | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |
| | | | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| | | | | 7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

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|---|--|---|--|
| 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 | |
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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. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|--------------------------|---|---------------------------|
| TITLE | CTP | 1.1 TITLE | President/Director |
| NAME | CAMPBELL, FLOYD J. | 1.2 NAME | Norman, Robert E. |
| STREET ADDRESS | 8380 GREENSBORO DR. #212 | 1.3 STREET ADDRESS | 2513 Camberwell Court |
| CITY - ST - ZIP | MCLEAN VA | 1.4 CITY - ST - ZIP | Herndon, VA 20171 |
| TITLE | D | 2.1 TITLE | Director |
| NAME | MCCLOSKEY, PETER F. | 2.2 NAME | Campbell, Leona R. |
| STREET ADDRESS | 7625 BURFORD DR. | 2.3 STREET ADDRESS | 10844 Loma Alegre |
| CITY - ST - ZIP | MCLEAN VA | 2.4 CITY - ST - ZIP | Rancho Santa Fe, CA 92067 |
| TITLE | D | 3.1 TITLE | Vice President |
| NAME | PRICE, ROBERT V. | 3.2 NAME | Harris, Denny R. |
| STREET ADDRESS | 9012 SEVEN LOCKS RD. | 3.3 STREET ADDRESS | 20779 Wellhouse Court |
| CITY - ST - ZIP | BETHESDA, MD, VA | 3.4 CITY - ST - ZIP | Ashburn, VA 20147 |
| TITLE | D | 4.1 TITLE | Vice President |
| NAME | THOMPSON, BETH S. | 4.2 NAME | Thompson, Beth S. |
| STREET ADDRESS | EVERGREEN MILL ROAD | 4.3 STREET ADDRESS | Evergreen Mill Road |
| CITY - ST - ZIP | LEESBURG VA | 4.4 CITY - ST - ZIP | Leesburg, VA 20175 |
| TITLE | D | 5.1 TITLE | Secretary/Treasurer |
| NAME | NORMAN, ROBERT E. | 5.2 NAME | Steele, William H., Jr. |
| STREET ADDRESS | 2513 CAMBERWELL CR | 5.3 STREET ADDRESS | 6000 Southward Way |
| CITY - ST - ZIP | HERNDON VA | 5.4 CITY - ST - ZIP | Alexandria, VA 22315 |
| TITLE | D | 6.1 TITLE | Director |
| NAME | HARRIS, DENNY R. | 6.2 NAME | McElmurray, William T. |
| STREET ADDRESS | 1672 GLOUCESTER CT | 6.3 STREET ADDRESS | 191 Ellington Road |
| CITY - ST - ZIP | SEWICKLEY PA | 6.4 CITY - ST - ZIP | Longmeadow, MA 01106 |

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.

SIGNATURE: Robert E. Norman (ROBERT E. NORMAN) 2/4/98 (703) 435-3000 X166

CR2E034 (10/97)