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Feb 06 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 # P36121 (2)
1. Corporation Name
CSC OUTSOURCING INC.

Principal Place of Business Mailing Address
2100 E GRAND AVE. A267 2100 E GRAND AVE. A267
EL SEGUNDO CA 90245 EL SEGUNDO CA 90245-5024



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/30/1991		3a. Date of Last Report 01/31/1996	
21		25		4. FEI Number 88-0276684		Applied For Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
23		28					
Zip		Country		Zip		Country	
24		29		30			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				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. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	P	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	BOYKIN, EDWARD P			1.2 NAME	Thomas C. Robinson		
STREET ADDRESS	3170 FAIRVIEW PARK DRIVE			1.3 STREET ADDRESS	3170 Fairview Park Drive		
CITY - ST - ZIP	FALLS CHURCH VA			1.4 CITY - ST - ZIP	Falls Church, VA 22042		
TITLE	VD	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	FISK, HAYWARD D			2.2 NAME			
STREET ADDRESS	2100 E GRAND AVE			2.3 STREET ADDRESS			
CITY - ST - ZIP	EL SEGUNDO CA			2.4 CITY - ST - ZIP			
TITLE	SD	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	FISK, HAYWARD D			3.2 NAME			
STREET ADDRESS	2100 E GRAND AVE			3.3 STREET ADDRESS			
CITY - ST - ZIP	EL SEGUNDO CA			3.4 CITY - ST - ZIP			
TITLE	VPT	<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	LEVEL, LEON J			4.2 NAME			
STREET ADDRESS	2100 E GRAND AVE			4.3 STREET ADDRESS			
CITY - ST - ZIP	EL SEGUNDO CA			4.4 CITY - ST - ZIP			
TITLE	AT	<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	GOODMAN, LARRY D			5.2 NAME			
STREET ADDRESS	2100 E GRAND AVE			5.3 STREET ADDRESS			
CITY - ST - ZIP	EL SEGUNDO CA			5.4 CITY - ST - ZIP			
TITLE	AT	<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	IRVIN, THOMAS R			6.2 NAME			
STREET ADDRESS	2100 E GRAND AVE			6.3 STREET ADDRESS			
CITY - ST - ZIP	EL SEGUNDO CA			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: Larry D. Goodman (310) 615-0311
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Larry D. Goodman/Asst. Treas. 01-24-97
Date Daytime Phone #

CR2E034 (9/96)

CSC OUTSOURCING, INC.
LIST OF ADDITIONAL OFFICERS & DIRECTORS

OFFICERS:

Denis M. Crane AS
2100 E. Grand Ave., El Segundo, CA 90245

Paul S. Sturm VP
3170 Fairview Park Drive, Falls Church, VA 22042

Carl D. Thorne VP
3170 Fairview Park Drive, Falls Church, VA 22042

DIRECTORS:

Leon J. Level D
2100 E. Grand Ave., El Segundo, CA 90245

Van B. Honeycutt D
2100 E. Grand Ave., El Segundo, CA 90245