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May 02 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 # 826957 (3)
 1. Corporation Name
H.B. ZACHRY COMPANY



Principal Place of Business: **527 LOGWOOD P. O. BOX 21130 SAN ANTONIO TEXAS 78221**
 Mailing Address: **527 LOGWOOD P. O. BOX 21130 SAN ANTONIO TEXAS 78221-0130**

3. Date Incorporated or Qualified: **11/01/1971** 3a. Date of Last Report: **04/25/1996**
 4. FEI Number: **74-0998570** Applied For: Not Applicable
 5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: **21** Suite, Apt. #, etc. **22** City & State **23** Zip **24** Country **25**
 2a. Mailing Address: **26** Suite, Apt. #, etc. **27** City & State **28** 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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	EVP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EBROM, CHARLES	1.2 NAME	
STREET ADDRESS	213 SHEFFIELD PLACE	1.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO, TX 00000	1.4 CITY-ST-ZIP	
TITLE	VPC	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOZANO, JOE J.	2.2 NAME	
STREET ADDRESS	2758 WHISPER PATH	2.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO, TX 00000	2.4 CITY-ST-ZIP	
TITLE	COB	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZACHRY, H B JR	3.2 NAME	
STREET ADDRESS	7603 SHADYLANE	3.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO, TX 00000	3.4 CITY-ST-ZIP	
TITLE	VPT	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ORNELAS, GONZALEZ	4.2 NAME	
STREET ADDRESS	2511 RESTON	4.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO, TX 00000	4.4 CITY-ST-ZIP	
TITLE	VPS	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSTON JR., MURRAY L.	5.2 NAME	
STREET ADDRESS	306 KENNEDY AVE.	5.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO TX	5.4 CITY-ST-ZIP	
TITLE	VP	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MANNING, KEITH	6.2 NAME	
STREET ADDRESS	8479 ROMEO	6.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO TX	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, unchanged or on an attachment with an address.

SIGNATURE *Joe J. Lozano* **Joe J. Lozano** **4-22-97** **210-475-8000**

CR2E034 (9/96)

**H. B. ZACHRY COMPANY
OFFICERS & DIRECTORS
DECEMBER 31, 1996**

* H. B. Zachry, Jr.	Chairmen of the Board & Chief Executive Officer	7603 Shadylane	San Antonio, TX 78209
* Peter Van Nort	President	431 King William	San Antonio, TX 78204
* Charles Ebbrom	Executive Vice President, Administration and Accounting	213 Sheffield Place	San Antonio, TX 78213
* R. R. Bryan	Executive Vice President	7618 Woodhaven	San Antonio, TX 78209
Ken Oleson	Senior Vice President	6 Chitterne Square	San Antonio, TX 78218
John Zachry	President Industrial Group	One Dorchester Place	San Antonio, TX 78209
* Joe J. Lozano	Vice President/Controller	2758 Whisper Path	San Antonio, TX 78230
* Murray L. Johnston, Jr.	Vice President/General Counsel & Secretary	306 Kennedy Avenue	San Antonio, TX 78209
Edward R. Bardgett	Vice President	15634 Cloud Top	San Antonio, TX 78248
Robert J. Beal	Vice President & Chief Estimator	2202 Deer Field	San Antonio, TX 78248
John G. Berra	Vice President, Manager Power Division	3103 Old Elm Way	San Antonio, TX 78230
David S. Zachry	Vice President, Manager Heavy Division	802 Willshire	San Antonio, TX 78209
Travis Cannon	Vice President & Construction Manager, Heavy Division	2106 Menton Place	San Antonio, TX 78260
Cathy Obriotti Green	Vice President, Public Affairs	128 Grant	San Antonio, TX 78209
Frank Hill	Vice President & Manager Pipeline and Equipment Division	5319 Ben Hur Drive	San Antonio, TX 78229
Steven Hoech	Vice President, Employee Relations	108 Merry Trail	San Antonio, TX 78232
Tom Hannigan	Vice President, Manager Industrial Maintenance & Service Division	8727 Kennet Valley	Spring, TX 77379
Robert J. Kalt	Vice President	2150 Encino Loop	San Antonio, TX 78259
Keith Manning	Vice President	8479 Romney	San Antonio, TX 78250
Marcus Williams	Vice President, Special Project Heavy Division	503 Woodway Forrest	San Antonio, TX 78216
Gonzalo Ornelas	Treasurer	2511 Reston	San Antonio, TX 78232
* Bruce B. Cloud		127 Cave Lane	San Antonio, TX 78209
* Luther I. Boyd, Jr.		11214 Mystery Drive	San Antonio, TX 78216

* Indicates Directors