

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

**FILED**  
**Feb 03 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 841560 (6)**

1. Corporation Name  
**CALEB BRETT U.S.A., INC.**



Principal Place of Business <b>9051 WESTHEIMER POST OAK TOWER, 17 FLOOR HOUSTON TX 77056 US</b>	Mailing Address <b>PO BOX 12973 HOUSTON TX 77217 US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified <b>10/02/1978</b>	4. FEI Number <b>72-0703433</b>	Applied For <input type="checkbox"/> Not Applicable
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>	
22 City & State	27 City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>	
23 Zip	25 Country	28 Zip	30 Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM                  1200 S. PINE ISLAND ROAD                  PLANTATION FL 33324</b>		10. Name and Address of New Registered Agent		
		81 Name		
		82 Street Address (P.O. Box Number is Not Acceptable)		
		83		
		84 City	<b>FL</b>	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	<b>VP</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MACKIN, BRENT V.</b>	1.2 NAME	
STREET ADDRESS	<b>420 HAVERFORD PL.</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SWARTHMORE PA</b>	1.4 CITY-ST-ZIP	
TITLE	<b>VP</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>LE BLANC, STEVEN J.</b>	2.2 NAME	
STREET ADDRESS	<b>6423 LAWRIDGE</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>BATON ROUGE LA</b>	2.4 CITY-ST-ZIP	
TITLE	<b>V</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>RHINEHART, LLOYD D.</b>	3.2 NAME	
STREET ADDRESS	<b>4710 KIPPER CIRCLE</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>PASADENA TX</b>	3.4 CITY-ST-ZIP	
TITLE	<b>P</b> <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>KAMINSKI, RICHARD M.</b>	4.2 NAME	<b>Treasurer</b>
STREET ADDRESS	<b>13242 OREGOLD DRIVE</b>	4.3 STREET ADDRESS	<b>Mark Dolifka, Mark</b>
CITY-ST-ZIP	<b>HOUSTON TX</b>	4.4 CITY-ST-ZIP	<b>14502 Cardinal Creek Court</b>
TITLE	<b>ST</b> <input type="checkbox"/> DELETE	5.1 TITLE	<b>Houston, Texas 77092</b>
NAME	<b>GILL, STEPHEN N.</b>	5.2 NAME	<b>VP-FINANCE</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	<b>14950 BRAMBLEWOOD</b>	5.3 STREET ADDRESS	<b>GILL, STEPHEN N.</b>
CITY-ST-ZIP	<b>HOUSTON TX</b>	5.4 CITY-ST-ZIP	<b>14950 BRAMBLEWOOD</b>
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<b>HOUSTON, TX.</b>
NAME		6.2 NAME	<b>PRESIDENT</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS		6.3 STREET ADDRESS	<b>HODSON, JOHN G.</b>
CITY-ST-ZIP		6.4 CITY-ST-ZIP	<b>5051 WESTHEIMER #1700</b>
			<b>HOUSTON, TX. 77056</b>

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: *Mark Dolifka* \_\_\_\_\_

CR2E034 (10/97)