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Apr 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
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DOCUMENT # F93000003170 (8)
 1. Corporation Name
BELL CIVIL, INC.



Principal Place of Business 1340 LEXINGTON AVENUE ROCHESTER NY 14606	Mailing Address 1340 LEXINGTON AVENUE ROCHESTER NY 14606-3010
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3. Date Incorporated or Qualified 07/09/1993	3a. Date of Last Report 01/30/1996
4. FCI Number 16-1275283	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
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
 1200 SOUTH 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 _____ Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reappointing) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	TCO <input type="checkbox"/> DELETE
NAME	BELL, JOSEPH M
STREET ADDRESS	1340 LEXINGTON AVE.
CITY-ST-ZIP	ROCHESTER NY 14606
TITLE	PD <input type="checkbox"/> DELETE
NAME	BELL, JAMES J
STREET ADDRESS	1340 LEXINGTON AVE.
CITY-ST-ZIP	ROCHESTER NY 14606
TITLE	SD <input type="checkbox"/> DELETE
NAME	BELL, THOMAS F
STREET ADDRESS	1340 LEXINGTON AVE.
CITY-ST-ZIP	ROCHESTER NY 14606
TITLE	V <input type="checkbox"/> DELETE
NAME	DEROO, ROBERT F
STREET ADDRESS	1340 LEXINGTON AVE.
CITY-ST-ZIP	ROCHESTER NY 14606
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	BELL, RICHARD T
STREET ADDRESS	1340 LEXINGTON AVE.
CITY-ST-ZIP	ROCHESTER NY 14606
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	BELL, LAWRENCE D
STREET ADDRESS	1340 LEXINGTON AVE.
CITY-ST-ZIP	ROCHESTER NY 14606

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	G. William Bardin
1.3 STREET ADDRESS	2203 Ardman Rd
1.4 CITY-ST-ZIP	Brockport, NY 14420
2.1 TITLE	Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	John J. Cleere
2.3 STREET ADDRESS	137 E. William Street
2.4 CITY-ST-ZIP	Waterloo, NY 13165
3.1 TITLE	Vice President <input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Michael T. Dimnick
3.3 STREET ADDRESS	13105 Weathered Oak Ct.
3.4 CITY-ST-ZIP	Herndon, VA 22071
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: *Robert F. Deroo* Vice President 03-2597 (710) 207-1000

CR2E034 (9/96)