

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.  
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
Jul 28 1997 8:00am  
Secretary of State

DOCUMENT # F94000004721 (6)

1. Corporation Name  
ISI OPERATING CORP.



Principal Place of Business

Mailing Address

711 RANKIN ROAD  
HOUSTON TX 77073  
US

PO BOX 73487  
HOUSTON TX 77273  
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/13/1994		3a. Date of Last Report 02/13/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 76-0441591		Applied For Not Applicable	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

CT 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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	CEO	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	C, P, CEO	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	ELIFF, ROY C			1.2 NAME	HERBERT, TIMOTHY H.		
STREET ADDRESS	711 RANKIN ROAD			1.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			1.4 CITY-ST-ZIP			
TITLE	STD	<input checked="" type="checkbox"/> DELETE		2.1 TITLE	SECRETARY TREASURER	<input checked="" type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	GAMBLE, WILLIAM R			2.2 NAME	LARRY J. WAGNER		
STREET ADDRESS	711 RANKIN ROAD			2.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			2.4 CITY-ST-ZIP			
TITLE	VD	<input type="checkbox"/> DELETE		3.1 TITLE	D	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	SIMMONS, JOHN C			3.2 NAME			
STREET ADDRESS	711 RANKIN ROAD			3.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			3.4 CITY-ST-ZIP			
TITLE	V	<input type="checkbox"/> DELETE		4.1 TITLE	D	<input checked="" type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	APPLEGATH, JAMES			4.2 NAME	GAMBLE, WILLIAM R		
STREET ADDRESS	711 RANKIN ROAD			4.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			4.4 CITY-ST-ZIP			
TITLE	C	<input checked="" type="checkbox"/> DELETE		5.1 TITLE	V, D	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	HERBERT, TIMOTHY H			5.2 NAME	HARBOUR, DONALD H		
STREET ADDRESS	711 RANKIN ROAD			5.3 STREET ADDRESS	711 RANKIN		
CITY-ST-ZIP	HOUSTON TX			5.4 CITY-ST-ZIP	HOUSTON, TX 77073		
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE	D	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				6.2 NAME	PONTIKES, GEORGE		
STREET ADDRESS				6.3 STREET ADDRESS	711 RANKIN		
CITY-ST-ZIP				6.4 CITY-ST-ZIP	HOUSTON, TX 77073		

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:

*[Signature]*

7-16-97

281-733-8000

CR2E034 (4/97)