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**Apr 29 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 # F96000002513 (7)

1. Corporation Name
ADMINISTAFF COMPANIES, INC.



Principal Place of Business
**18001 CRESCENT SPRINGS DR.
KINGWOOD TX 77339-3802**

Mailing Address
**19001 CRESCENT SPRINGS DR.
KINGWOOD TX 77339-3802**

3. Date Incorporated or Qualified 05/20/1996	3a. Date of Last Report
4. FEI Number 76-0487432	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 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
	Country 29
	Zip 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	85 Zip Code
	FL

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 _____ DATE _____
Signatures, typed or printed name of registered agent and title, if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SARVADI, PAUL J	1.2 NAME	
STREET ADDRESS	19001 CRESCENT SPRINGS DR.	1.3 STREET ADDRESS	
CITY - ST - ZIP	KINGWOOD TX 77339-3802	1.4 CITY - ST - ZIP	
TITLE	VD	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HENSEL, SCOTT C	2.2 NAME	
STREET ADDRESS	19001 CRESCENT SPRINGS DR.	2.3 STREET ADDRESS	
CITY - ST - ZIP	KINGWOOD TX 77339-3802	2.4 CITY - ST - ZIP	
TITLE	V	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ARIZPE, A S	3.2 NAME	
STREET ADDRESS	19001 CRESCENT SPRINGS DR.	3.3 STREET ADDRESS	
CITY - ST - ZIP	KINGWOOD TX 77339-3802	3.4 CITY - ST - ZIP	
TITLE	SD	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LANGE, WILLIAM E	4.2 NAME	
STREET ADDRESS	19001 CRESCENT SPRINGS DR.	4.3 STREET ADDRESS	
CITY - ST - ZIP	KINGWOOD TX 77339-3802	4.4 CITY - ST - ZIP	
TITLE	TD	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RAWSON, RICHARD G	5.2 NAME	
STREET ADDRESS	19001 CRESCENT SPRINGS DR.	5.3 STREET ADDRESS	
CITY - ST - ZIP	KINGWOOD TX 77339-3802	5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: _____ **4/18/97** **John H. Spurgin, II** **(281) 348-3251**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
0496072

CR2E034 (9/96)

OFFICERS

ADMINISTAFF COMPANIES, INC.
19001 Crescent Springs Drive
Kingwood, TX 77339-3802

NAME	TITLE	ADDRESS
Paul J. Sarvadi	President	19001 Crescent Springs Drive Kingwood, TX 77339-3802
A. Steve Arizpe	Vice President	19001 Crescent Springs Drive Kingwood, TX 77339-3802
John H. Spurgin, II	Secretary	19001 Crescent Springs Drive Kingwood, TX 77339-3802
Richard G. Rawson	Vice President, Treasurer	19001 Crescent Springs Drive Kingwood, TX 77339-3802

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April 30, 1997

DIRECTORS

**ADMINISTAFF COMPANIES, INC.
19001 Crescent Springs Drive
Kingwood, TX 77339-3802**

NAME	ADDRESS
Paul J. Sarvadi	19001 Crescent Springs Drive Kingwood, TX 77339-3802
Scott C. Hensel	19001 Crescent Springs Drive Kingwood, TX 77339-3802
Richard G. Rawson	19001 Crescent Springs Drive Kingwood, TX 77339-3802

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