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**May 15 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P22262 (0)

1. Corporation Name
CSC PROFESSIONAL SERVICES GROUP, INC.



Principal Place of Business 1375 PICCARD DR. ROCKVILLE MD 20850 US	Mailing Address 2100 E. GRAND AVE. SUITE A-267 EL SEGUNDO CA 90245 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29
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3. Date Incorporated or Qualified 12/22/1988	4. FEI Number 52-0985978	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 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

**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
85 Zip Code **FL**

11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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 NAME STREET ADDRESS CITY-ST-ZIP	VP BAKER, RALPH E. 3170 FAIRVIEW PARK DRIVE FALLS CHURCH VA <input type="checkbox"/> DELETE	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VTD LEVEL, LEON J. 2100 E. GRAND AVE. EL SEGUNDO CA <input type="checkbox"/> DELETE	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VSD FISK, HAYWARD D. 2100 E. GRAND AVE. EL SEGUNDO CA <input type="checkbox"/> DELETE	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS BERNSTEIN, HRVEY N 3170 FAIRVIEW PARK DRIVE FALLS CHURCH VA <input type="checkbox"/> DELETE	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AT IRVIN, THOMAS R 2100 EAST GRAND AVENUE EL SEGUNDO CA <input type="checkbox"/> DELETE	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PO ROBINSON, THOMAS C 3170 FAIRVIEW PARK DRIVE FALLS CHURCH VA <input type="checkbox"/> DELETE	6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

*** PLEASE SEE ATTACHED ***

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

[Handwritten Signature]

CR2E034 (10/97)

32. PSG

CORPORATE DATA SHEET
CSC PROFESSIONAL SERVICES GROUP, INC.

ID# 52-0985978
ADDRESS: 3170 Falview Park Drive, Falls Church, VA 22042

PRINCIPAL
BUSINESS: Systems Integration

OFFICERS:	Milton E. Cooper	President	2100 E. Grand Ave. El Segundo, CA 9024
	Ralph E. Baker	VP-Finance & Admin, Treasurer	2100 E. Grand Ave. El Segundo, CA 9024
	Harvey N. Bernstein	Assistant Secretary	2100 E. Grand Ave. El Segundo, CA 9024
	Hayward D. Fisk	VP & Secretary	2100 E. Grand Ave. El Segundo, CA 9024
	Terry W. Glasgow	Vice President	2100 E. Grand Ave. El Segundo, CA 9024
	Leon J. Level	Vice President & Treasurer	2100 E. Grand Ave. El Segundo, CA 9024
	Larry D. Goodman	Assistant Treasurer	2100 E. Grand Ave. El Segundo, CA 9024
	Thomas R. Irvin	Assistant Treasurer	2100 E. Grand Ave. El Segundo, CA 9024
	Scott M. Delanty	Assistant Treasurer	2100 E. Grand Ave. El Segundo, CA 9024
	Stephen E. Johnson	Assistant Secretary	2100 E. Grand Ave. El Segundo, CA 9024

DIRECTORS:	Van B. Honeycutt	2100 E. Grand Ave. El Segundo, CA 9024
	Hayward D. Fisk	2100 E. Grand Ave. El Segundo, CA 9024
	Leon J. Level	2100 E. Grand Ave. El Segundo, CA 9024
	Milton E. Cooper	2100 E. Grand Ave. El Segundo, CA 9024

INCORPORATED	Maryland	15-Jul-75	Named ARC Professional Services Group, Inc.
		2/28/94	Name changed to CSC Professional Services Group, Inc.

STATUTORY
AGENT: The Corporation Trust Inc.
32 South Street, Baltimore, MD 21202

OWNED BY: CSC Domestic Enterprises, Inc.

Updated 29-Apr-98