

SECRETARY OF STATE'S ANNUAL VERIFICATION REPORT

Due June 30 - (Corporations must file by this date to avoid bad standing status)

CAUTION READ CAREFULLY - Make check payable to Kentucky State Treasurer - Mail both annual report form and check to BOB BABBAGE, SECRETARY OF STATE, P. O. BOX 1150, FRANKFORT, KY 40602-1150 (502-564-2848).

RECORD #: 86004

DUE: June 30, 1992

FILING FEE: 15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

OTIS ENGINEERING CORPORATION
P.O. BOX 819052
DALLAS, TX 75381-9052

(3) STATE OF INCORPORATION:

DELAWARE

(2) CORRECTED PRINCIPAL OFFICE ADDRESS:

3600 LINCOLN PLAZA
500 N. AKARD STREET
DALLAS, TEXAS 75201-3391

(4) DATE OF INCORPORATION OR
CERTIFICATE OF AUTHORITY:

01-06-78

(5) REGISTERED AGENT AND REGISTERED ADDRESS:

C. T. CORP. SYS.
KY. HUME LIFE BLDG., RM. 1102
LOUISVILLE, KY. 40202

059050

A corporation may change its registered office or registered agent by filing a statement of change with the Secretary of State's office. KRS 271B.5-020 (profit) and KRS 273.184 (non-profit) forms are available by checking the request block below or writing to the Secretary of State's office.

YES, PLEASE SEND FORMS!

PLEASE TYPE OR PRINT (The annual report will not be accepted for filing if this section is not completed.)

List below names and business address of the corporation's directors and principal officers. If necessary attach a continuation sheet. (If you are the only officer, give your name and address and denote sole officer.)

PRESIDENT SEE ATTACHED SCHEDULE

VICE PRESIDENT

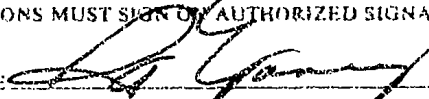
SECRETARY

TREASURER

OTHER

I VERIFY THAT THE RECORDS OF THE SECRETARY OF STATE ARE TRUE AND CORRECT AND I AM AUTHORIZED TO SIGN THIS REPORT (ALL CORPORATIONS MUST SIGN ON AUTHORIZED SIGNATURE LINE).

AUTHORIZED SIGNATURE



TITLE VICE PRESIDENT

PHONE 214-978-2677

PROFESSIONAL SERVICE CORPORATIONS ONLY - KRS 274.105 Requires the names and addresses of all shareholders in addition to the directors and principal officers.

Pursuant to KRS 274.105, I the undersigned, being President of the KRS Chapter 274 corporation, a professional service corporation, do hereby certify that all of the shareholders of the said corporation, not less than one half of the directors, and all officers other than secretary and treasurer, are duly qualified as provided in Chapter 274. (Please use the lines above or attach continuation sheet.)

PRESIDENT'S SIGNATURE

**OTIS ENGINEERING CORPORATION
1991 OFFICERS AND DIRECTORS**

<u>NAME AND TITLE</u>	<u>SOC. SEC. NO.</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Jerry B. Davis President & CEO, Director		2601 Beltline Road Carrollton, TX 75006	7636 Alto Caro Dallas, TX 75248
Sanford Roy Dowden Vice President-Domestic Operations		2601 Beltline Road Carrollton, TX 75006	2303 Highland Heights Carrollton, TX 75007
Bill B. Dearing Vice President-Manufacturing, Director		2601 Beltline Road Carrollton, TX 75006	356 Oak Forest Lewisville, TX 75067
Lewis W. (Jody) Powers Sr. Vice President-Operations and Marketing, Director		2601 Beltline Road Carrollton, TX 75006	5704 Bent Tree Colleyville, TX 76034
Fleming A. (F. A.) Waters Vice President-International Operations		2601 Beltline Road Carrollton, TX 75006	5602 Poplar Ct. Colleyville, TX 76034
Robert A. Yancey Vice President-Finance & Treasurer, Director		2601 Beltline Road Carrollton, TX 75006	17406 River Hill Drive Dallas, TX 75287
Richard B. Grisham Vice President, Secretary and General Counsel, Director		2601 Beltline Road Carrollton, TX 75006	4815 Westgrove, #2009 Dallas, TX 75248
Albert B. Crutchfield Vice President-Marketing		2601 Beltline Road Carrollton, TX 75006	3416 Robin Road Plano, TX 75075
Henry P. (Hank) Arendt Vice President and Technical Director		2601 Beltline Road Carrollton, TX 75006	6773 Leameadow Dallas, TX 75248
Thomas R. Feiger Assistant Secretary		2601 Beltline Road Carrollton, TX 75006	6606 Brentfield Dallas, TX 75248
Cary S. Boone Assistant Treasurer		2601 Beltline Road Carrollton, TX 75006	1816 Fieldcove Plano, TX 75023
Alan A. Baker Director		2700 Post Oak Boulevard Houston, TX 77056	2702 Briar Knoll Court Sugarland, TX 77479