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Secretary of State

04-29-1999 90171 014 ***150.00



PROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 833244

1. Corporation Name
GILBERT/COMMONWEALTH, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
**2675 MORGANTOWN ROAD
 READING PA 19607
 US**

Mailing Address
**100 WEST WALNUT ST
 RM. T-1107
 PASADENA CA 91124
 US**

3. Date Incorporated or Qualified
10/24/1974

4. FEI Number
95-4537347

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24 25

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 30

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

12. OFFICERS AND DIRECTORS

TITLE	SRVT	<input type="checkbox"/> DELETE
NAME	BOWER, C.A.	
STREET ADDRESS	100 WEST WALNUT ST	
CITY-ST-ZIP	PASADENA CA	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	ALDER, ROBERT C	
STREET ADDRESS	2675 MORGANTOWN RD	
CITY-ST-ZIP	READING PA	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	THRASH, JAMES E	
STREET ADDRESS	2675 MORGANTOWN RD	
CITY-ST-ZIP	READING PA	
TITLE	VAS	<input checked="" type="checkbox"/> DELETE
NAME	BALL, GEORGE L	
STREET ADDRESS	100 WEST WALNUT ST	
CITY-ST-ZIP	PASADENA CA 91124	
TITLE	VAS	<input type="checkbox"/> DELETE
NAME	COLE, S	
STREET ADDRESS	100 WEST WALNUT STREET	
CITY-ST-ZIP	PASADENA CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	KALBAN, L S	
STREET ADDRESS	2675 MORGANTOWN RD	
CITY-ST-ZIP	READING PA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	PD <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	DISIBIO RALPH R.
3.3 STREET ADDRESS	2675 MORGANTOWN RD.
3.4 CITY-ST-ZIP	READING, PA 19607
4.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	HENDERSON RICHARD M.
4.3 STREET ADDRESS	100 WEST WALNUT ST.
4.4 CITY-ST-ZIP	PASADENA, CA 91124
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 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, with all other like empowered.

SIGNATURE: *R.M. Henderson* R.M. HENDERSON 4/23/99 (626) 440-2000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

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446901-90171-11

OFFICERS & DIRECTORS OFFICE ADDRESSES (OD-50)

Gilbert/Commonwealth, Inc. (G/C)

<u>Name</u>	<u>Title</u>	<u>Home Office</u>
Robert C. Alder	Vice President	2675 Morgantown Road Reading, PA 19607 U.S.A.
Curtis A. Bower	Director Executive Vice President Treasurer	100 West Walnut Street Pasadena, CA 91124 U.S.A.
Susan Cole	Vice President Assistant Secretary	100 West Walnut Street Pasadena, CA 91124 U.S.A.
Ralph R. DiSibio	Director President	2675 Morgantown Road Reading, PA 19607 U.S.A.
Roy M. Goodwin	Vice President	100 West Walnut Street Pasadena, CA 91124 U.S.A.
Robert H. Gould	Vice President	2675 Morgantown Road Reading, PA 19607 U.S.A.
William E. Hall	Director	5 Greenway Plaza, 5th Level Houston, TX 77046 U.S.A.
Richard M. Henderson	Assistant Secretary	100 West Walnut Street Pasadena, CA 91124 U.S.A.
Lawrence S. Kalban	Secretary	5 Greenway Plaza, 5th Floor Houston, TX 77046 U.S.A.
Stephen Marchetti	Vice President	100 West Walnut Street Pasadena, CA 91124 U.S.A.
Harry W. Sauer	Vice President	Route 4, 1302 Topside Road Louisville, TN 37777 U.S.A.
Ian R. Thomsen	Vice President Assistant Secretary	100 West Walnut Street Pasadena, CA 91124 U.S.A.

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OFFICERS & DIRECTORS OFFICE ADDRESSES (OD-50)

Robert V. Wood

Vice President

2675 Morgantown Road
Reading, PA 19607
U.S.A.

