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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F93000000583

1. Corporation Name
GENERAL STEAMSHIP AGENCIES, INC.



Principal Place of Business: ONE CALIFORNIA ST., STE.2000 SAN FRANCISCO CA 94111 US
 Mailing Address: POST OFFICE BOX 193450 SAN FRANCISCO CA 94119-3450

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 02/08/1993
 4. FEI Number: 94-3169159
 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: 21 575 Redwood Highway, Suite, Apt. #, etc.: 22 Suite 200, City & State: 23 Mill Valley, CA, Zip: 24 94941, Country: 25 USA
 2a. Mailing Address: 26 575 Redwood Highway, Suite, Apt. #, etc.: 27 Suite 200, City & State: 28 Mill Valley, CA, Zip: 29 94941, Country: 30 USA

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JONES, G S	1.2 NAME	
STREET ADDRESS	ONE CALIFORNIA ST., STE. 2000	1.3 STREET ADDRESS	575 Redwood Highway, Suite 200
CITY-ST-ZIP	SAN FRANCISCO CA 94111	1.4 CITY-ST-ZIP	Mill Valley, CA 94941
TITLE	VPD	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PAGE, H D	2.2 NAME	
STREET ADDRESS	ONE CALIFORNIA ST., STE. 2000	2.3 STREET ADDRESS	575 Redwood Highway, Suite 200
CITY-ST-ZIP	SAN FRANCISCO CA 94111	2.4 CITY-ST-ZIP	Mill Valley, CA 94941
TITLE	VDP	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLACKMORE, J A	3.2 NAME	
STREET ADDRESS	300 ELLIOTT AVENUE W., STE. 315	3.3 STREET ADDRESS	
CITY-ST-ZIP	SEATTLE WA 98119	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MAHONEY, J R	4.2 NAME	
STREET ADDRESS	ONE CALIFORNIA ST., STE. 2000	4.3 STREET ADDRESS	575 Redwood Highway, Suite 200
CITY-ST-ZIP	SAN FRANCISCO CA 94111	4.4 CITY-ST-ZIP	Mill Valley, CA 94941
TITLE	CFOD	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SABARESE, M F	5.2 NAME	
STREET ADDRESS	ONE CALIFORNIA ST., STE. 2000	5.3 STREET ADDRESS	575 Redwood Highway, Suite 200
CITY-ST-ZIP	SAN FRANCISCO CA 94111	5.4 CITY-ST-ZIP	Mill Valley, CA 94941
TITLE	S	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMS, R J	6.2 NAME	
STREET ADDRESS	ONE CALIFORNIA ST., STE.2000	6.3 STREET ADDRESS	575 Redwood Highway, Suite 200
CITY-ST-ZIP	SAN FRANCISCO CA 94111	6.4 CITY-ST-ZIP	Mill Valley, CA 94491

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: *Robert J. Williams* ROBERT J. WILLIAMS, Secretary (415)389-5200
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

GENERAL STEAMSHIP AGENCIES, INC.

F93000000583

DIRECTORS

G. Scott Jones 575 Redwood Highway, Suite 200, Mill Valley, CA 94941
Harry D. Page 575 Redwood Highway, Suite 200, Mill Valley, CA 94941
Michael F. Sabarese 575 Redwood Highway, Suite 200, Mill Valley, CA 94941
Scott M. Jones 575 Redwood Highway, Suite 200, Mill Valley, CA 94941

OFFICERS

President/CEO

G. Scott Jones 575 Redwood Highway, Suite 200, Mill Valley, CA 94941

Sr. Vice President

James A. Blackmore 300 Elliott Ave. W. #315, Seattle, WA 98119

Sr. Vice President

Harry D. Page 575 Redwood Highway, Suite 200, Mill Valley, CA 94941

Exec. Vice President

Scott M. Jones 575 Redwood Highway, Suite 200, Mill Valley, CA 94941

Vice President

Daniel J. Blackmore 300 Elliott Ave. W. #315, Seattle, WA 98119

Vice President/General Counsel

Robert J. Williams 575 Redwood Highway, Suite 200, Mill Valley, CA 94941

Vice President Human Resources

Janis R. Mahoney 575 Redwood Highway, Suite 200, Mill Valley, CA 94941

Vice President Marketing

Bernard T. Wong 575 Redwood Highway, Suite 200, Mill Valley, CA 94941

Vice President Marketing

W. Stanley Webber 300 Elliott Ave. W. #315, Seattle, WA 98119

Chief Financial Officer

Michael F. Sabarese 575 Redwood Highway, Suite 200, Mill Valley, CA 94941

Secretary

Robert J. Williams 575 Redwood Highway, Suite 200, Mill Valley, CA 94941

Assistant Secretary

Martha F. Monjure 575 Redwood Highway, Suite 200, Mill Valley, CA 94941