

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

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PROFIT CORPORATION ANNUAL REPORT 1999
 FLORIDA DEPARTMENT OF STATE
 Katherine Harris Secretary of State
 DIVISION OF CORPORATIONS



FILED

99 FEB 16 PH 12: 17

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

DOCUMENT # F95000001671
 1. Corporation Name
MICROSOFT CORPORATION

Principal Place of Business: ONE MICROSOFT WAY, REDMOND WA 98052-6399
 Mailing Address: % CORPORATION SERVICE COMPANY, 1201 HAYS STREET, TALLAHASSEE FL 32301

2. Principal Place of Business (21-24) and Mailing Address (25-28) fields.

3. Date Incorporated or Qualified: 04/06/1995
 4. FEI Number: 91-1144442
 5. Certificate of Status Desired: []
 6. Election Campaign Financing Trust Fund Contribution: []
 7. This corporation owes the current year Intangible Personal Property Tax: [] Yes [] No

9. Name and Address of Current Registered Agent: CORPORATION SERVICE COMPANY, 1201 HAYS STREET, TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent (81-85) fields.

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 (NOTE: Registered Agent signature required when reinstating)

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-------------------------------------|---|-------------------------|
| TITLE | CEO | 11 TITLE | [] Change [] Addition |
| NAME | GATES, WILLIAM H III | 12 NAME | |
| STREET ADDRESS | ONE MICROSOFT WAY | 13 STREET ADDRESS | |
| CITY-ST-ZIP | REDMOND WA 98052-6399 | 14 CITY-ST-ZIP | |
| TITLE | D | 21 TITLE | [] Change [] Addition |
| NAME | ALLEN, PAUL G | 22 NAME | |
| STREET ADDRESS | 110-110TH AVENUE N.E., SUITE 530 | 23 STREET ADDRESS | |
| CITY-ST-ZIP | BELLEVUE WA 98004 | 24 CITY-ST-ZIP | |
| TITLE | D | 31 TITLE | [] Change [] Addition |
| NAME | MARQUARDT, DAVID F | 32 NAME | |
| STREET ADDRESS | 2480 SAND HILL RD., SUITE 101 | 33 STREET ADDRESS | |
| CITY-ST-ZIP | MENLO PARK CA 94025 | 34 CITY-ST-ZIP | |
| TITLE | D | 41 TITLE | [] Change [] Addition |
| NAME | O'BRIEN, ROBERT D | 42 NAME | |
| STREET ADDRESS | 1988 SHENANDOAH DRIVE E. | 43 STREET ADDRESS | |
| CITY-ST-ZIP | SEATTLE WA 98112 | 44 CITY-ST-ZIP | |
| TITLE | D | 51 TITLE | [] Change [] Addition |
| NAME | REED, WM. GARY JR. | 52 NAME | |
| STREET ADDRESS | 1201 THIRD AVENUE BLDG., 49TH FLOOR | 53 STREET ADDRESS | |
| CITY-ST-ZIP | SEATTLE WA 98101-3009 | 54 CITY-ST-ZIP | |
| TITLE | D | 61 TITLE | [] Change [] Addition |
| NAME | HACKBORN, RICHARD A | 62 NAME | |
| STREET ADDRESS | 2895 LOS ALTOS DRIVE | 63 STREET ADDRESS | |
| CITY-ST-ZIP | MERIDIAN IL 63642 | 64 CITY-ST-ZIP | |

500002776815

Handwritten initials and date: 2/16/99

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(c), 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, and all other like empowered

SIGNATURE: Robert A. Eshelman, Assistant Corporate Secretary
 Date: 02/11/99 (425) 882-8080

CR2E034 (11/98)

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**Attachment to Profit Corporation Annual Report
Microsoft Corporation
Florida Corporation No.: F95000001671**

MICROSOFT CORPORATION

DIRECTORS AND OFFICERS

The business address for the following officers and Directors is as follows, unless otherwise indicated:

Microsoft Corporation
One Microsoft Way
Redmond, WA 98052-6399

The term of office for all officers is of indefinite duration.

| NAME | OFFICER | DIRECTOR | TITLE(S) |
|--|----------------|-----------------|---|
| William H. Gates, III 3509 43 rd Avenue NE Seattle, WA 98105 | X | X | Chairman of the Board; Chief Executive Officer |
| Paul G. Allen The Paul Allen Group 110-110 th Avenue NE Suite 530 Bellevue, WA 98004 | | X | Director |
| David F. Marquardt Technology Venture Investors 2480 Sand Hill Road Suite 101 Menlo Park, CA 94025 | | X | Director |
| Robert D. O'Brien - RETIRED 1988 Shenandoah Drive E. Seattle, WA 98112 | | X | Director |
| Wm. Gary Reed, Jr. Simpson Investmest Company 1201 Third Avenue Building 49 th Floor Seattle, WA 98101-3009 | | X | Director |
| Jon A. Shirley - RETIRED P.O. Box 685 Medina, WA 98039 | | X | Director |
| Richard A. Hackborn - RETIRED 2895 Los Altos Drive Meridian, IL 83642 | | X | Director |

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|---|---|---|--|
| Jill E. Barad Mattel, Inc. 333 Continental Blvd. El Segundo, CA 90245 | | X | Director |
| James E. Allchin 8431 Woodland Cove Drive Kirkland, WA 98034 | X | | Sr. Vice President |
| Orlando Ayala 25410 NE 108 th Street Redmond, WA 98053 | X | | Sr. Vice President |
| Robert J. Bach 2777 91 st Place NE Bellevue, WA 98004 | X | | Vice President |
| Steven A. Ballmer 3832 Hunts Point Road Bellevue, WA 98004 | X | | President |
| Richard Brass 1726 Howell Place Seattle, WA 98122 | X | | Vice President |
| Brent Callinicos 2512 - 261 st Ct. N.E. Redmond, WA 98053 | X | | Assistant Treasurer |
| Bradley M. Chase 3507 72 nd Avenue SE Mercer Island, WA 98040 | X | | Vice President |
| Frank M. Clegg (Canadian citizen) 2365 Prince John Blvd. Mississauga, Ont. CANADA L5K 2J2 | X | | Vice President |
| David W. Cole 6110 208th Avenue NE Redmond, WA 98053 | X | | Vice President |
| John G. Connors 7623 Overlake Drive West Bellevue, WA 98004 | X | | Vice President; Chief Information Officer |
| Jean-Philippe Courtois 6045 155 th Avenue S.E. Bellevue, WA 98006 | X | | Vice President |
| Patrick de Smedt Rotselaarlaan 39 3080 Tervuren BELGIUM | X | | Vice President |
| Jon S. DeVaen 417 84th Avenue NE Medina, WA 98039 | X | | Vice President |
| Richard R. Devenuti 14355 SE 77 th Pl. Newcastle, WA 98059 | X | | Vice President |
| Moshe T. Dunie 16964 NE 37 th Place Bellevue, WA 98008 | X | | Vice President |
| Kimberly T. Ellwanger 933 Harvest, SE Tumwater, WA 98501 | X | | Assistant Secretary |

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|--|---|--|---|
| Robert A. Eshelman 6621 57th Avenue NE Seattle, WA 98115 | X | | Assistant Secretary |
| Richard W. Fade 1635 204th Place NE Redmond, WA 98053 | X | | Vice President |
| Dianne L. Gregg 155 Greystone Lane Sudbury, MA 01776 | X | | Vice President |
| Paul H. Gross 12107 NE 107 th Street Kirkland, WA 98033 | X | | Vice President |
| Jean-François Heitz 16482 SE 58 th Place Bellevue, WA 98006 | X | | Treasurer |
| Robert J. Herbold 13658 NE 37th Place Bellevue, WA 98005 | X | | Executive Vice President; Chief Operating Officer |
| Frank M. Higgins 4773 E. Mercer Way Mercer Island, WA 98040 | X | | Group Vice President |
| Samir Jadallah 9022 NE 40 th Place Bellevue, WA 98004 | X | | Vice President |
| Laura M. Jennings 9022 NE 40 th Place Bellevue, WA 98004 | X | | Vice President |
| Kevin Johnson 19402 NE 143 rd Place Woodinville, WA 98072 | X | | Vice President |
| John J. Jolley 2203 Federal Avenue East Seattle, WA 98102-4143 | X | | Assistant Treasurer |
| Joachim Kempin (German citizen) 9033 Lk. Washington Blvd. NE Kirkland, WA 98004 | X | | Sr. Vice President |
| Pieter Knook No. 101 Moto-Azabu Terrace Apts. 11-5, Moto-Azabu 2-Chome Minato-ku Tokyo 106 0046 JAPAN | X | | Vice President |
| Harel Kodesh 3518 NE 168 th Avenue Bellevue, WA 98008 | X | | Vice President |
| Thomas Koll 7733 Westwood Lane Mercer Island, WA 98040 | X | | Vice President |
| Michel Lacombe (French citizen) 5 Impasse des vignes 91370 Verrieres Le Buisson France | X | | Sr. Vice President |

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|---|---|--|--|
| John Leftwich (French citizen) La Chataigneraie de Retz Allee Frederic Passy 78240 Chambourcy France | X | | Vice President |
| Lewis C. Levin 1526 Lake Wash. Blvd. So. Seattle, WA 98144 | X | | Vice President |
| Moshe Lichtman 16525 NE 28 th Street Bellevue, WA 98008 | X | | Vice President |
| John H. Ludwig 17655 SE 45th Place Bellevue, WA 98006 | X | | Vice President |
| Gregory B. Maffei 1210 - 42 nd Avenue E. Seattle, WA 98112 | X | | Vice President; Chief Financial Officer |
| Paul A. Maritz 14000 SE 50th Street Bellevue, WA 98006 | X | | Group Vice President |
| John B. Mason 4811 E. Mercer Way Mercer Island, WA 98040 | X | | Assistant Secretary |
| Robert L. McDowell 3401 Evergreen Point Road Bellevue, WA 98004 | X | | Vice President |
| Robert L. Muglia 2209 205th Avenue SE Issaquah, WA 98027 | X | | Vice President |
| Craig J. Mundie 7009 204th Drive NE Redmond, WA 98053 | X | | Sr. Vice President |
| Cameron D. Myhrvold 2122 W. Ames Lake Dr., NE Redmond, WA 98053 | X | | Vice President |
| Nathan P. Myhrvold 3441 134th Avenue NE Bellevue, WA 98005 | X | | Group Vice President |
| John F. Neilson 3360 E. Laurelhurst NE Seattle, WA 98105 | X | | Vice President |
| William H. Neukom 621 36th Avenue Seattle, WA 98122 | X | | Sr. Vice President; Secretary |
| Umberto Paolucci Corso Plebisciti 12 20129 Milan ITALY | X | | Vice President |
| Jeffrey S. Raikes 3555 E. Laurelhurst Drive NE Seattle, WA 98105 | X | | Group Vice President |
| Richard Rashid 18601 NE 133rd Street Woodinville, WA 98072 | X | | Vice President |

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|---|---|--|----------------------|
| Jon Reingold One Microsoft Way Redmond, WA 98052-6399 | X | | Vice President |
| Darryl E. Rubin 17707 NE 141st Street Redmond, WA 98052 | X | | Vice President |
| Mauricio Santillán Razo Arteaga y Salazar 114 Casa 2 Contadero Mexico DF 05500 MEXICO | X | | Vice President |
| Stephen A. Schiro Medina Post Office General Delivery Medina, WA 98039-9999 | X | | Vice President |
| Steven J. Sinofsky 711 E. Denny Way, Apt. 307 Seattle, WA 98122-2258 | X | | Vice President |
| Bradford L. Smith 9665 Lake Wash. Blvd. NE Bellevue, WA 98004 | X | | Assistant. Secretary |
| Mary E. Snapp 1500 - 38 th Avenue Seattle, WA 98112 | X | | Assistant Secretary |
| Charles G. Stevens 8422 Ridge Road Bellevue, WA 98004 | X | | Vice President |
| Rick Thompson 4721 91 st Avenue, NE Bellevue, WA 98004 | X | | Vice President |
| Richard Chia-Tsing Tong 9168 NE 25 th Place Bellevue, WA 98004 | X | | Vice President |
| H. Brian Valentine 857 Windsor Drive S.E. Redmond, WA 98053 | X | | Vice President |
| David Vaskevitch 13425 NE 50 th Street Bellevue, WA 98005 | X | | Vice President |
| Joseph L. Vetter 60 Mac Bain Avenue Alherton, CA 94027 | X | | Vice President |
| Deborah N. Willingham 16525 SE 49th Street Bellevue, WA 98006 | X | | Vice President |

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ACCOUNT NO. : 072100000032
REFERENCE : 135182 4726922
AUTHORIZATION : Patricia Pijuta
COST LIMIT : \$ 150.00

ORDER DATE : February 15, 1999
ORDER TIME : 10:18 AM
ORDER NO. : 135182-010
CUSTOMER NO: 4726922
CUSTOMER: Ms. Tamara Steinke
Microsoft Corp Law & Corp
1 Microsoft Way Bldg 8
Po Box 97017
Redmond, WA 980520000

ANNUAL REPORT FILING

NAME: MICROSOFT CORPORATION

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie L. Glisar

EXAMINER'S INITIALS:

RECEIVED FEB 16 1999
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, DC 20535