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Apr 22, 1999 8:00 am
Secretary of State

04-22-1999 90158 041 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000002468

1. Corporation Name
FIRST PORTLAND CORPORATION

Principal Place of Business 7145 SW VARNS ST PORTLAND OR 97223	Mailing Address 7145 SW VARNS ST PORTLAND OR 97223
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 05/22/1995 4. FEI Number 93-0870892 Applied For Not Applicable 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees 7. Trust Fund Contribution <input type="checkbox"/> 8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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 607.1508, 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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUDWIG, LEONARD	1.2 NAME	
STREET ADDRESS	7145 SW VARNS ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	PORTLAND OR 97223	1.4 CITY-ST-ZIP	
TITLE	VPSD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVINSON, ARTHUR E	2.2 NAME	
STREET ADDRESS	7145 SW VARNS ST	2.3 STREET ADDRESS	
CITY-ST-ZIP	PORTLAND OR 97223	2.4 CITY-ST-ZIP	
TITLE	AS <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRASK, GRETCHEN M	3.2 NAME	
STREET ADDRESS	7145 SW VARNS ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	PORTLAND OR 97223	3.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NEMHAUSER, ROBERT	4.2 NAME	
STREET ADDRESS	7145 SW VARNS ST	4.3 STREET ADDRESS	
CITY-ST-ZIP	PORTLAND OR 97223	4.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FARBER, DAVID M	5.2 NAME	
STREET ADDRESS	7145 SW VARNS ST	5.3 STREET ADDRESS	
CITY-ST-ZIP	PORTLAND OR 97223	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

Leonard Ludwig
LEONARD LUDWIG 3/3/99 503.684-3417

CR2E034 (1/1/98)

F95000062468

389816-90158-41

DIRECTORS AND OFFICERS OF BUSINESS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Leonard Ludwig	Director/ Chief Executive Officer	7145 S.W. Varns Street Portland, OR 97223
John Estok	Director/ President/Chief Operating Officer	7145 S.W. Varns Street Portland, OR 97223
Arthur E. Levinson	Director/Chairman of the Board Vice President/Secretary	7145 S.W. Varns Street Portland, OR 97223
Greg Hansen	Vice President - Finance/ Chief Financial Officer	7145 S.W. Varns Street Portland, Oregon 97223
David M. Farber	Vice President	7145 S.W. Varns Street Portland, OR 97223
Robert Nemhauser	Vice President	7145 S.W. Varns Street Portland, OR 97223
Craig Shipley	Vice President	333 W. Wacker Drive, Suite 240 Chicago, IL 60606
Gary Harinski	Assistant Vice President - Taxes	7145 S.W. Varns Street Portland, OR 97223
Patricia Galich	Vice President -- Credit	7145 S.W. Varns Street Portland, OR 97223
John D. Saefke	Asst. Vice-President/ Controller	7145 S.W. Varns Street Portland, OR 97223