

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

FILED
May 05 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000002738 (9)
 1. Corporation Name
COTTONWOOD POWER CORPORATION



Principal Place of Business 50 BEALE ST SAN FRANCISCO CA 94105	Mailing Address 50 BEALE ST SAN FRANCISCO CA 94105
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

3. Date Incorporated or Qualified 05/21/1997	
4. FEI Number 94-3173514	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 SO 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	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	CARTER, J D	
STREET ADDRESS	50 BEALE ST	
CITY-ST-ZIP	SAN FRANCISCO CA 94105	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	CAIN, F J	
STREET ADDRESS	50 BEALE ST	
CITY-ST-ZIP	SAN FRANCISCO CA 94105	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	UNRUH, V P	
STREET ADDRESS	50 BEALE ST	
CITY-ST-ZIP	SAN FRANCISCO CA 94105	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	PROCTOR, G C	
STREET ADDRESS	50 BEALE ST	
CITY-ST-ZIP	SAN FRANCISCO CA 94105	
TITLE	S	<input type="checkbox"/> DELETE
NAME	SEDAR, B D	
STREET ADDRESS	50 BEALE ST	
CITY-ST-ZIP	SAN FRANCISCO CA 94105	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	LOOMIS, R M	
STREET ADDRESS	50 BEALE ST	
CITY-ST-ZIP	SAN FRANCISCO CA 94105	

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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
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.

SIGNATURE: *M. E. Martello* **M. E. MARTELLO**
 Assistant Controller
 4/12/98 (415) 768-3500

CR2E034 (10/97)

Federal Employer Identification Number: 94-3173514

COTTONWOOD POWER CORPORATION

COTTNWD

DIRECTORS AND OFFICERS

CARTER, J. D.

President and Director

CAIN, F. J.

Executive Vice President and Director

UNRUH, V. P.

Senior Vice President and Treasurer

PROCTOR, G. C.

Vice President, Controller and Assistant Treasurer

SEDAR, B. D.

Secretary

LOOMIS, R. M.

Assistant Secretary

MARTELLO, M. E.

Assistant Controller

NAKAMURA, J. R.

Assistant Secretary

Board of Directors

Authorized 3

Vacancies 1

Quorum 2