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May 17, 1999 8:00 am
Secretary of State

05-17-1999 90027 044 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999	FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000002738 (9)
 1. Corporation Name
 COTTONWOOD POWER CORPORATION

Principal Place of Business C/O TAX DEPT 50 BEALE ST SAN FRANCISCO, CA 94105	Mailing Address C/O TAX DEPT 50 Beale St San Francisco, CA 94105
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
05/21/1997

4. FEI Number
94-3173514

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

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

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
 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
 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 NAME STREET ADDRESS CITY - ST - ZIP	PD CARTER, J D 50 BEALE ST SAN FRANCISCO, CA 94105 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	PD UNRUH, V P 50 BEALE ST SAN FRANCISCO, CA 94105 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VD CAIN, F J 50 BEALE ST SAN FRANCISCO, CA 94105 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	VD DOVE, R W 50 BEALE ST SAN FRANCISCO, CA 94105 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VT UNRUH, V P 50 BEALE ST SAN FRANCISCO, CA 94105 <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	VT FRIED, B 50 BEALE ST SAN FRANCISCO, CA 94105 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VT PROCTOR, G C 50 BEALE ST SAN FRANCISCO, CA 94105 <input checked="" type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	AT ARNONE, P 50 BEALE ST SAN FRANCISCO, CA 94105 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	S SEDAR, B D 50 BEALE ST SAN FRANCISCO, CA 94105 <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	S ZIELINSKA, B 50 BEALE ST SAN FRANCISCO, CA 94105 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	AS LOOMIS, R M 50 BEALE ST SAN FRANCISCO, CA 94105 <input checked="" type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	AC MARTELLO, M E 50 BEALE ST SAN FRANCISCO, CA 94105 <input type="checkbox"/> Change <input type="checkbox"/> Addition

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: *M. E. Martello* M. E. MARTELLO, ASST CONTROLLER 4/23/99 (415) 768-3500
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

553477-90027-44
F97000002738

COTTONWOOD POWER CORPORATION

Directors

V. Paul Unruh
Robert W. Dove

Officers

V. Paul Unruh
Robert W. Dove
Bernard Fried
Patricia N. Chui
Barbara Zielinska
Mike Bailey
Peter J. Arnone
Michael E. Martello

President
Vice President
Vice President and Treasurer
Controller
Secretary
Assistant Secretary
Assistant Treasurer
Assistant Controller