

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

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May 11, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P13654					
1. Corporation Name FREMONT INVESTORS, INC.					
Principal Place of Business % TAX DEPT. 50 FREMONT STREET, SUITE 3700 SAN FRANCISCO CA 94105			Mailing Address % TAX DEPT. 50 FREMONT STREET, SUITE 3700 SAN FRANCISCO CA 94105		
2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		03/17/1987	
22 City & State		27 City & State		4. FEI Number	
23 Zip Country		28 Zip Country		94-2675217	
24		29		30	
9. Name and Address of Current Registered Agent			10. Name and Address of New Registered Agent		
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324			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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____					
12. OFFICERS AND DIRECTORS					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE		1.2 NAME			
1.3 STREET ADDRESS		1.4 CITY-ST-ZIP			
2.1 TITLE		2.2 NAME			
2.3 STREET ADDRESS		2.4 CITY-ST-ZIP			
3.1 TITLE		3.2 NAME			
3.3 STREET ADDRESS		3.4 CITY-ST-ZIP			
4.1 TITLE		4.2 NAME			
4.3 STREET ADDRESS		4.4 CITY-ST-ZIP			
5.1 TITLE		5.2 NAME			
5.3 STREET ADDRESS		5.4 CITY-ST-ZIP			
6.1 TITLE		6.2 NAME			
6.3 STREET ADDRESS		6.4 CITY-ST-ZIP			

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

S. Coffino
Assistant Treasurer

Date

4/22/99 415/284-8723
Daytime Phone #

CR2E034 (11/98)

544997-90034-15
P13654

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FREMONT INVESTORS, INC.

DIRECTORS AND OFFICERS:

* A. M. Dachs	President, Chief Executive Officer and Director
* S. D. Bechtel, Jr.	Chairman Emeritus and Director
R. P. Bechtel	Director
* R. Jaunich II	Managing Director and Director
D. L. Redo	Managing Director and Director
R. E. Cavanagh	Director
* H. J. Haynes	Director
* C. W. Hull	Director
G. P. Shultz	Director
J. W. Weiser	Director
J. D. Mahaffey	Managing Director
M. H. Simpson	Managing Director
J. S. Higgins	Managing Director and Chief Financial Officer
R. S. Kopf	Managing Director - Operations, General Counsel and Secretary
D. W. Aronson	Treasurer
S. Coffino	Assistant Treasurer
R. T. Evans	Assistant Treasurer
E. A. Erickson	Assistant Secretary
* Executive Committee	

Correspondence to any of the above officers may be directed to:

Fremont Investors, Inc.
c/o Tax Department
Fifty Fremont Street, Suite 3700
San Francisco, CA 94105