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Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P37392 (8)
1. Corporation Name
M. ARTHUR GENSLER JR. & ASSOCIATES, INC.



Principal Place of Business: 600 CALIFORNIA SAN FRANCISCO CA 94108 US
Mailing Address: 600 CALIFORNIA ST SAN FRANCISCO CA 94108-2704 US

3. Date Incorporated or Qualified: 02/06/1992
3a. Date of Last Report: 02/28/1996
4. FEI Number: 94-1663305
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent (81-85)
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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VPAS PARKER, KATHLEEN 600 CALIFORNIA STREET SAN FRANCISCO CA	1.1 TITLE	VPAS Ducey, Denis 600 California Street San Francisco, CA 94108
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	PD GENSLER, M. A JR. 600 CALIFORNIA STREET SAN FRANCISCO CA	2.1 TITLE	CD
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	T GENSLER, DRUCILLA C. 600 CALIFORNIA STREET SAN FRANCISCO CA	3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	D HARBOUR, ANTONY 600 CALIFORNIA STREET SAN FRANCISCO CA	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	D GRANT, MARJOLAINE C. 600 CALIFORNIA STREET SAN FRANCISCO CA	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	D FREIDRICHS, EDWARD C, III 600 CALIFORNIA STREET SAN FRANCISCO CA	6.1 TITLE	PD
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 CITY - ST - ZIP	

14. I do 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: Denis Ducey
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: DENIS DUCEY
Date: 2-14-97
Daytime Phone #: (415) 433-3700

CR2E034 (9/96)