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FILED
Apr 14 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 # 165770 (9)

1. Corporation Name
CH2M HILL, INC.



Principal Place of Business 4350 WEST CYPRESS STREET SUITE 600 TAMPA FL 33607-4155 US	Mailing Address 4350 WEST CYPRESS STREET SUITE 600 TAMPA FL 33607-4155 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 6060 South Willow DR Suite, Apt. #, etc. 22 City & State 23 GREENWOOD VILLAGE, CO Zip Country 24 8011-5147 25 USA	2a. Mailing Address 26 P.O. Box 22508 Suite, Apt. #, etc. 27 ATTN: TAX DEPT City & State 28 DENVER, CO Zip Country 29 80222-0508 30 USA
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3. Date Incorporated or Qualified 07/12/1951	4. FEI Number 59-0918189	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	COB	<input type="checkbox"/> DELETE
NAME	PETERSON, RALPH R	
STREET ADDRESS	82 FALCON HILLS DR.	
CITY-ST-ZIP	HIGHLANDS RANCH CO 80128	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	ZEIEN, CRAIG T.	
STREET ADDRESS	5535 PRESERVE DR	
CITY-ST-ZIP	LITTLETON CO 80121	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	AASHEIM, STEPHEN E	
STREET ADDRESS	2037 LAKE CRESCENT CT.	
CITY-ST-ZIP	WINDERMERE FL 34786	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	GIBBS, CHARLES	
STREET ADDRESS	1870 127TH S.E.	
CITY-ST-ZIP	BELLEVUE WA 98005	
TITLE	V	<input type="checkbox"/> DELETE
NAME	THOMPSON, CLIFF G	
STREET ADDRESS	2450 EAST E. ALAMEDA STE 5	
CITY-ST-ZIP	DENVER CO	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	NELSON, L.L.	
STREET ADDRESS	5415 E. OTERO DR.	
CITY-ST-ZIP	LITTLETON CO 80122	

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	SENIOR VICE PRESIDENT
4.3 STREET ADDRESS	ROBERT BULLOCK
4.4 CITY-ST-ZIP	79 N RANCH ROAD LITTLETON, CO 80127
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 checked="" type="checkbox"/> Addition
6.2 NAME	VICE PRES CONTROLLER
6.3 STREET ADDRESS	L.L. NELSON
6.4 CITY-ST-ZIP	3213 COUNTRY CLUB PARKWAY CASTLE ROCK, CO 80104

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: *[Signature]* L.L. NELSON 3-31-98 (303) 771-0900

CR2E034 (10/97)