

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

FILED

Feb 26 1997 8:00am
Secretary of StatePROFIT
CORPORATION
ANNUAL REPORT
1997FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONSDOCUMENT # 840000 (4)
1. Corporation Name
SUTTER FREMONT REAL ESTATE MERCHANT CAPITAL CORP
ORATIONPrincipal Place of Business
533 FREMONT AVENUE
LOS ANGELES CA 90071Mailing Address
533 FREMONT AVENUE
LOS ANGELES CA 90071-1712

3. Date Incorporated or Qualified 02/10/1978	3a. Date of Last Report 05/01/1996
4. FEI Number 95-3237349	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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

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

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	VPAS <input type="checkbox"/> DELETE	1.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	PLATISHA, RONALD J	1.2 NAME	Tallman, Karen A.
STREET ADDRESS	533 S FREMONT AVENUE	1.3 STREET ADDRESS	533 S. Fremont Avenue
CITY - ST - ZIP	LOS ANGELES CA 90071	1.4 CITY - ST - ZIP	Los Angeles, CA 90071
TITLE	VPT <input type="checkbox"/> DELETE	2.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DAVIDSON, DAVID A	2.2 NAME	Davidson, David A.
STREET ADDRESS	533 FREMONT AVE	2.3 STREET ADDRESS	533 S. Fremont Ave
CITY - ST - ZIP	LOS ANGELES CA 90071	2.4 CITY - ST - ZIP	Los Angeles, CA 90071
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	See attached list. <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TALLMAN, KAREN A	3.2 NAME	
STREET ADDRESS	533 S FREMONT AVE	3.3 STREET ADDRESS	
CITY - ST - ZIP	LOS ANGELES CA 90071	3.4 CITY - ST - ZIP	
TITLE	CD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DIDION, JAMES J	4.2 NAME	
STREET ADDRESS	533 FREMONT AVE	4.3 STREET ADDRESS	
CITY - ST - ZIP	LOS ANGELES CA 90071	4.4 CITY - ST - ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLOTFELTER, RICHARD C	5.2 NAME	
STREET ADDRESS	533 S FREMONT AVENUE	5.3 STREET ADDRESS	
CITY - ST - ZIP	LOS ANGELES CA 90071	5.4 CITY - ST - ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BEBAN, GARY J	6.2 NAME	
STREET ADDRESS	533 S FREMONT AVE	6.3 STREET ADDRESS	
CITY - ST - ZIP	LOS ANGELES CA 90071	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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/17/97

Date

(213) 613-3149

Daytime Phone

CP2E034 (9/96)

SUTTER FREMONT REAL ESTATE MERCHANT CAPITAL CORPORATION
533 South Fremont Avenue
Los Angeles, California 90071

DATE OF INCORPORATION: January 5, 1978

STATE OF INCORPORATION: California
OTHER STATES QUALIFIED: Florida, Indiana, New York, Oregon, Washington
FEDERAL IDENTIFICATION NO. 95-3237349

STOCK OWNED BY: CB Commercial Real Estate Group, Inc.

NUMBER OF SHARES AUTHORIZED: 100 shares common stock, par value \$1.00
NUMBER OF SHARES ISSUED: 100
NUMBER OF SHARES OWNED: 100

BUSINESS ACTIVITIES: This entity is intended to conduct real estate merchant banking activities. Previously, this entity was Commercial Group's vehicle for providing commercial real estate brokerage services in various states in which we were precluded from obtaining a license in the name of Coldwell Banker Commercial Group, Inc. and doing business under the trade name Coldwell Banker Commercial Real Estate Services. At one time this entity was our primary brokerage entity in Florida. Until recently Coldwell Banker Commercial Real Estate Services, Inc. was the licensee in Oregon and in Washington on a non-resident basis. The company's license in Oregon was changed to Coldwell Banker Commercial Group, Inc. in January, 1987 (now CB Commercial Real Estate Group, Inc.).

DIRECTORS:

James J. Didion
David A. Davidson
Karen A. Tallman

OFFICERS:

James J. Didion
David A. Davidson
Karen A. Tallman
Ronald J. Platisha

Chairman/President
Vice President/Treasurer/Assistant Secretary
Vice President/Secretary
Vice President/Assistant Secretary