


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

FILED
May 11, 1999 8:00 am
Secretary of State

05-11-1999 90035 044 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 844709

1. Corporation Name

PARSONS HARLAND BARTHOLOMEW & ASSOCIATES INC.



Principal Place of Business 400 WOODS MILL RD S STE 300 CHESTERFIELD MO 63017 US	Mailing Address 100 WEST WALNUT STREET ROOM T 1107 PASADENA CA 91124 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified 11/29/1979	
		4. FEI Number 62-1068179		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 the current year Intangible Personal Property Tax. <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 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code	
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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	T JONES, R W <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	100 W WALNUT ST	1.2 NAME	
STREET ADDRESS	PASADENA CA 91124	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	PD DEMARTINO, F A <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	100 W. WALNUT ST	2.2 NAME	
STREET ADDRESS	PASADENA CA 91124	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	V BRYANT, C. H. <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	5885 RIDGEWAY CENTER PKWY	3.2 NAME	
STREET ADDRESS	MEMPHIS TN	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VPAS BALL, G L <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	100 W WALNUT ST	4.2 NAME	
STREET ADDRESS	PASADENA CA	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	SRV BOWER, C A <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	100 WEST WALNUT STREET	5.2 NAME	
STREET ADDRESS	PASADENA CA	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	S RICKARD, MAXINE <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2051 SOLD RD	6.2 NAME	
STREET ADDRESS	COVINGTON TN	6.3 STREET ADDRESS	5885 RIDGEWAY CENTER PARKWAY
CITY-ST-ZIP		6.4 CITY-ST-ZIP	MEMPHIS, TN 38120

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: *X*

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

R.M. HENDERSON 4/23/99

Date

Daytime Phone #

(626) 440-2000

CR2E034 (11/98)

OFFICERS & DIRECTORS OFFICE ADDRESSES (OD-50)

545076-90035-44

#844209

Parsons Harland Bartholomew & Associates Inc. (PHBA)

<u>Name</u>	<u>Title</u>	<u>Home Office</u>
George L. Ball	Vice President Assistant Secretary	100 West Walnut Street Pasadena, CA 91124 U.S.A.
Robert B. Bax	Director Vice President	400 Woods Mill Road South, Suite 330 Chesterfield, MO 63017-3427 U.S.A.
Curtis A. Bower	Executive Vice President	100 West Walnut Street Pasadena, CA 91124 U.S.A.
Charles H. Bryant	Vice President	5885 Ridgeway Center Parkway, Suite 100 Memphis, TN 38120 U.S.A.
Pamela G. Chin	Assistant Secretary	
Frank A. DeMartino	Director President	100 West Walnut Street Pasadena, CA 91124 U.S.A.
Robert A. Duchek	Vice President	2233 Watt Avenue, Suite 300 Sacramento, CA 95825 U.S.A.
Anders J. Hauge	Vice President	2233 Watt Avenue, Suite 330 Sacramento, CA 95825 U.S.A.
Richard M. Henderson	Assistant Secretary	100 West Walnut Street Pasadena, CA 91124 U.S.A.
George E. Hull	Vice President	One Park West Circle, Suite 302 Midlothian, VA 23113 U.S.A.
Robert W. Jones	Vice President Treasurer	100 West Walnut Street Pasadena, CA 91124 U.S.A.
Nicholas L. Presecan	Director	100 West Walnut Street Pasadena, CA 91124 U.S.A.
Maxine M. Rickard	Secretary	5885 Ridgeway Center Parkway, Suite 100 Memphis, TN 38120 U.S.A.

OFFICERS & DIRECTORS OFFICE ADDRESSES (OD-50)

545076-90035-44
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James R. Shappell	Director Senior Vice President	100 West Walnut Street Pasadena, CA 91124 U.S.A.
Robert P. Smith	Vice President	4417 Beach Boulevard, Suite 400 Jacksonville, FL 32207 U.S.A.
Ian R. Thomsen	Vice President Assistant Secretary	100 West Walnut Street Pasadena, CA 91124 U.S.A.
Allan L. Udin	Senior Vice President	Mile High Center, Suite 900 1700 Broadway Denver, CO 80290 U.S.A.
Eugene H. Yerkes	Vice President	4417 Beach Boulevard, Suite 400 Jacksonville, FL 32207 U.S.A.