FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

PROFIT CORPORATION ANNUAL REPORT 1997

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

FILED
Feb 27 1997 8:00am
Secretary of State

DOCUMENT # 847299 (5)

1. Corporation Name
CB COMMERCIAL REAL ESTATE GROUP, INC.

Principal Place of Business
533 FREMONT AVENUE
LOS ANGELES CA 90071

Mailing Address
533 FREMONT AVENUE
LOS ANGELES CA 90071-1712

3. Date Incorporated or Qualified: 10/22/1980
3a. Date of Last Report: 05/01/1996
4. FEI Number: 95-2743174 ☐ Applied For ☐ Not Applicable

2. Principal Place of Business: 21
Suite, Apt #, etc.: 22
City & State: 23
Zip: 24 Country: 25

2a. Mailing Address: 26
Suite, Apt. #, etc.: 27
City & State: 28
Zip: 29 Country: 30

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

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

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 ______ DATE
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	☐ DELETE	1.1 TITLE	SEV ☒ Change ☐ Addition
NAME	CLOTFELTER, RICHARD D		1.2 NAME	David A. Davidson
STREET ADDRESS	533 FREMONT AVE		1.3 STREET ADDRESS	533 Fremont Ave
CITY-ST-ZIP	LOS ANGELES CA 90071		1.4 CITY-ST-ZIP	Los Angeles, CA 90071
TITLE	CD	☐ DELETE	2.1 TITLE	See attached list. ☐ Change ☐ Addition
NAME	DIDION, JAMES J		2.2 NAME	
STREET ADDRESS	533 FREMONT AVE		2.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA 90071		2.4 CITY-ST-ZIP	
TITLE	SEVD	☐ DELETE	3.1 TITLE	☐ Change ☐ Addition
NAME	DAVIDSON, DAVID A		3.2 NAME	
STREET ADDRESS	533 SO FREMONT AVE		3.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA 90071		3.4 CITY-ST-ZIP	
TITLE	D	☐ DELETE	4.1 TITLE	☐ Change ☐ Addition
NAME	BEBAN, GARY J.		4.2 NAME	
STREET ADDRESS	533 S FREMONT AVENUE		4.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA 90071		4.4 CITY-ST-ZIP	
TITLE	S	☐ DELETE	5.1 TITLE	☐ Change ☐ Addition
NAME	TALLMAN, KAREN A.		5.2 NAME	
STREET ADDRESS	533 FREMONT AVENUE		5.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA 90071		5.4 CITY-ST-ZIP	
TITLE	EVAS	☐ DELETE	6.1 TITLE	☐ Change ☐ Addition
NAME	PLATISHA, RONALD J		6.2 NAME	
STREET ADDRESS	533 FREMONT AVENUE		6.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA 90071		6.4 CITY-ST-ZIP	

CR2E034 (9/96)

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 REQUIRED 2/18/97 (213) 613-3149
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CB COMMERCIAL REAL ESTATE GROUP, INC.
533 South Fremont Avenue
Los Angeles, California 90071

DATE OF INCORPORATION:	December 15, 1971
STATE OF INCORPORATION:	Delaware
OTHER STATES QUALIFIED:	All 50 states
FEDERAL IDENTIFICATION NO:	95-2743174
STOCK OWNED BY:	CB Commercial Holdings, Inc.
NUMBER OF SHARES AUTHORIZED:	1,000 shares common stock, par value $.01
NUMBER OF SHARES ISSUED:	100
NUMBER OF SHARES OWNED:	100
BUSINESS ACTIVITIES:	Commercial real estate brokerage and all related activities.

ANNUAL SHAREHOLDER MEETING: In May each year as determined by the Board of Directors.

DIRECTORS:

Stanton D. Anderson
Gary J. Beban
Richard C. Blum
Richard C. Clotfelter
Daniel A. D'Aniello
James J. Didion
Hiroaki Hoshino
George J. Kallis
Takayuki Kohri
Paul C. Leach
Frederic V. Malek
Lawrence J. Melody
Jeffrey S. Morgan
Peter V. Ueberroth
Gary L. Wilson

OFFICERS: (Abbreviated list for signature purposes)

James J. Didion	Chairman of the Board/CEO
David A. Davidson	Senior Executive Vice President/Treasurer
Ronald J. Platisha	Executive Vice President/Principal Accounting Officer/ Assistant Secretary
Walter V. Stafford	Senior Executive Vice President/General Counsel
Karen A. Tallman	Secretary

MISCELLANEOUS INFORMATION:

* Former names of company: Coldwell Banker Commercial Group, Inc. (3/5/91); Coldwell Banker Management Corporation (5/14/80).