

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

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FILED
Apr 14, 1999 8:00 am
Secretary of State

04-14-1999 90164 007 ***793.75

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000001294

1. Corporation Name
PARSONS BRINCKERHOFF ENERGY SERVICES, INC.
 PB Power Inc.

Principal Place of Business ONE PENN PLAZA NEW YORK NY 10119	Mailing Address ONE PENN PLAZA ATTENTION: K. CURRAN NEW YORK NY 10119 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22	27
City & State	City & State
23	28
Zip Country	Zip Country
24 25	29 30

3. Date Incorporated or Qualified 04/09/1993	Applied For Not Applicable
4. FEI Number <i>Correction</i> 13-0469000 13-3794379	
5. Certificate of Status Desired <input checked="" 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
 1200 SOUTH 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CD <input type="checkbox"/> DELETE
NAME	LEVY, M.S.
STREET ADDRESS	120 BLOYLSTON ST.
CITY-ST-ZIP	BOSTON MA
TITLE	P <input type="checkbox"/> DELETE
NAME	VAN WEELE, B.J.
STREET ADDRESS	303 SECOND STREET, SUITE 710
CITY-ST-ZIP	SAN FRANCISCO CA
TITLE	S <input type="checkbox"/> DELETE
NAME	CURRAN, K. J.
STREET ADDRESS	ONE PENN PLAZA
CITY-ST-ZIP	NEW YORK NY
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P/CD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Fishman, R.E.
1.3 STREET ADDRESS	303 Second Street
1.4 CITY-ST-ZIP	San Francisco, CA 94107 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE	SVP
2.2 NAME	Mesko, J.E.
2.3 STREET ADDRESS	One Penn Plaza
2.4 CITY-ST-ZIP	New York, NY 10119 <input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE	
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	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
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 type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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 any attachment with an address, with all other like empowered.

SIGNATURE: Kevin J. Curran DATE: 3/15/99 DAYTIME PHONE #: (212) 463-5304

CR2E034 (11/98)