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FILED
May 21 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F94000000607 (1)

1. Corporation Name

EPSILON PROPERTIES, INC.



Principal Place of Business

275 BATTERY STREET
23RD FL
SAN FRANCISCO CA 94105
US

Mailing Address

C/O FORD MOTOR COMPANY
THE AMERICAN RD RM 570 WHO
DEARBORN MI 48121
US

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

3. Date Incorporated or Qualified

02/08/1994

3a. Date of Last Report

05/01/1996

4. FEI Number

94-3192790

Applied For

Not Applicable

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

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

800002201878

83

-06/04/97--01099--004

84 City

***990.00

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE DC
NAME WALDECK, FREDRICK T
STREET ADDRESS 135 MAIN ST.
CITY-ST-ZIP SAN FRANCISCO CA 94105

TITLE DP
NAME MARKLEY, JOHN G
STREET ADDRESS 135 MAIN ST.
CITY-ST-ZIP SAN FRANCISCO CA 94105

TITLE EVP
NAME KROGIUS, KAREN T
STREET ADDRESS 135 MAIN ST.
CITY-ST-ZIP SAN FRANCISCO CA 94105

TITLE SVPC
NAME EDMONSTON, ROBERT R
STREET ADDRESS 135 MAIN ST.
CITY-ST-ZIP SAN FRANCISCO CA 94105

TITLE COB
NAME FRAZEE, JACK A
STREET ADDRESS 275 BATTERY STREET 23RD FL
CITY-ST-ZIP SAN FRANCISCO CA

TITLE ATTO
NAME LOPEZ, TAMI
STREET ADDRESS THE AMERICAN ROAD
CITY-ST-ZIP DEARBORN MI

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE SVP/5
1.2 NAME MCKINLAY
1.3 STREET ADDRESS 275 BATTERY ST., 23RD FL
1.4 CITY-ST-ZIP SAN FRANCISCO, CA

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS 275 BATTERY ST., 23RD FL
2.4 CITY-ST-ZIP SAN FRANCISCO, CA

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS 275 BATTERY ST., 23RD FL
3.4 CITY-ST-ZIP SAN FRANCISCO, CA

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS 275 BATTERY ST., 23RD FL
4.4 CITY-ST-ZIP SAN FRANCISCO, CA

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS 275 BATTERY ST., 23RD FL
5.4 CITY-ST-ZIP SAN FRANCISCO, CA

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS 275 BATTERY ST., 23RD FL
6.4 CITY-ST-ZIP SAN FRANCISCO, CA

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:

TAMI LOPEZ
Assistant Treasurer/Tax Officer 4-23-97

CR2E034 (9/96)