

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

FILED

Apr 24 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000003425 (5)

1. Corporation Name
HERON POWER CORPORATION

Principal Place of Business C/O PG&E GENERATING COMPANY 444 MARKET STREET, 19 FLOOR SAN FRANCISCO CA 94111	Mailing Address C/O PG&E GENERATING COMPANY 444 MARKET STREET, 19 FLOOR SAN FRANCISCO CA 94111
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 7500 OLD GEORGETOWN RD Suite, Apt. #, etc. 22 13TH FLOOR City & State 23 BETHESDA MD Zip Country 24 20814 USA		2a. Mailing Address 26 7500 OLD GEORGETOWN RD Suite, Apt. #, etc. 27 13TH FLOOR City & State 28 BETHESDA MD Zip Country 29 20814 USA		3. Date Incorporated or Qualified 06/29/1994	
		4. FEI Number 94-3189869		Applied For Not Applicable	
		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 or has paid the current year Intangible Personal Property Tax due June 30 <input type="checkbox"/> Yes <input 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 85 Zip Code FL	
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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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	P/D
NAME	DISTEFANO, TONY F	1.2 NAME	JOSEPH P. KEARNEY
STREET ADDRESS	444 MARKET STREET, STE 1900	1.3 STREET ADDRESS	ONE MARKET, SPEAR TOWER, SUITE 2400
CITY-ST-ZIP	SAN FRANCISCO CA	1.4 CITY-ST-ZIP	SAN FRANCISCO CA 94105
TITLE	VTD	2.1 TITLE	V/D
NAME	BOOTH, STUART W	2.2 NAME	P. CHRISMAN TRIBE
STREET ADDRESS	444 MARKET STREET, STE 1900	2.3 STREET ADDRESS	7500 OLD GEORGETOWN RD
CITY-ST-ZIP	SAN FRANCISCO CA	2.4 CITY-ST-ZIP	BETHESDA MD 20814
TITLE	S	3.1 TITLE	AS
NAME	JONES, RICHARD C	3.2 NAME	GERALD ENDLER
STREET ADDRESS	444 MARKET STREET, STE 1900	3.3 STREET ADDRESS	7500 OLD GEORGETOWN RD
CITY-ST-ZIP	SAN FRANCISCO CA	3.4 CITY-ST-ZIP	BETHESDA MD 20814
TITLE	C	4.1 TITLE	V/T
NAME	JOHNSON, MARILYN D.	4.2 NAME	DAVID N. BASSETT
STREET ADDRESS	444 MARKET STREET, SUITE 1900	4.3 STREET ADDRESS	7500 OLD GEORGETOWN RD.
CITY-ST-ZIP	SAN FRANCISCO CA	4.4 CITY-ST-ZIP	BETHESDA MD 20814
TITLE	S	5.1 TITLE	AS
NAME	TRACY C ALLEN	5.2 NAME	PETER E. MEIER
STREET ADDRESS	444 MARKET STREET, SUITE 1900	5.3 STREET ADDRESS	ONE BOWDOIN SQUARE
CITY-ST-ZIP	SAN FRANCISCO CA	5.4 CITY-ST-ZIP	BOSTON MA 02114
TITLE		6.1 TITLE	V/D
NAME		6.2 NAME	JOHN R. COOPER
STREET ADDRESS		6.3 STREET ADDRESS	7500 OLD GEORGETOWN RD.
CITY-ST-ZIP		6.4 CITY-ST-ZIP	BETHESDA MD 20814

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

SIGNATURE:  DAVID N. BASSETT
TREASURER 4/6/98 (301) 280-6800

CR2E034 (10/97)