

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

FILED
Apr 28 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 # F94000003426 (3)
 1. Corporation Name
CYPRESS POWER CORPORATION

Principal Place of Business 50 BEALE STREET SAN FRANCISCO CA 94105	Mailing Address 50 BEALE STREET C/O TAX DEPT SAN FRANCISCO CA 94105-1813 US
--	---

3. Date Incorporated or Qualified 06/29/1994	3a. Date of Last Report 05/01/1996
4. FEI Number 94-3205938	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

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 B1 Name B2 Street Address (P.O. Box Number is Not Acceptable) B3 B4 City B5 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 NAME STREET ADDRESS CITY - ST - ZIP	PD CARTER, JOHN D 50 BEALE STREET SAN FRANCISCO CA <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D WEISER, JOHN W 50 BEALE STREET SAN FRANCISCO CA <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	EXEC V PRES/DIRECTOR <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D HULL, CORDELL W 50 BEALE STREET SAN FRANCISCO CA <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	Sr V PRESIDENT/TREASURER UNRUH, V. P. <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VPD LASPA, JUDE P 50 BEALE STREET SAN FRANCISCO CA <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	V PRES/CONTR/ASST TREAS. PROCTOR, G. C. <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	S ZIEROTH, GARY A. 50 BEALE STREET SAN FRANCISCO CA <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	SEDAR, B. D. <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	T UNRUH, V P 50 BEALE STREET SAN FRANCISCO CA <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	ASSISTANT SECRETARY LOOMIS, R..M. <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

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: **M.E. MARTELLO**
Assistant Controller
 (Authorized Signature) *M.E. Martello* 4/14/97 (415) 768-3500
DATE OF PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (9/96)

Federal Employer Identification Number: 94-3205938

CYPRESS POWER CORPORATION

CYPRESS

DIRECTORS AND OFFICERS

Entity Code: KH

CARTER, J. D.	President and Director
CAIN, F. J.	Executive Vice President and Director
UNRUH, V. P.	Senior Vice President and Treasurer
PROCTOR, G. C.	Vice President, Controller and Assistant Treasurer
SEDAR, B. D.	Secretary
LOOMIS, R. M.	Assistant Secretary
MARTELLO, M. E.	Assistant Controller
NAKAMURA, J. R.	Assistant Secretary

Board of Directors

Authorized	3
Vacancies	1
Quorum	2

**Communications to any of the above Directors and Officers may be addressed
in c/o M. E. Martello at 50 Beale Street, San Francisco, CA 94105**