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FILED
Mar 17 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 # F94000006437 (7)

1. Corporation Name
EMCON, INC.

Principal Place of Business

1921 RINGWOOD AVE
SAN JOSE CA 95131-1721
US

Mailing Address

1921 RINGWOOD AVE
SAN JOSE CA 95131-1721
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/16/1994	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 94-1738964	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS ST.
SUITE 105
TALLAHASSEE FL 32301

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 607.0507 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD HERSON, EUGENE M 400 S. EL CAMINO REAL SAN MATEO CA 94402	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	See attached
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VD FORTIER, H. LEE 400 S. EL CAMINO REAL SAN MATEO CA 94402	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VD ANDRES, DONALD R 1921 RINGWOOD AVE. SAN JOSE CA	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	T MOMBOISSE, R. MICHAEL 400 S. EL CAMINO REAL SAN MATEO CA 94402	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	V CLIFFORD, PETER W. 400 SO EL CAMINO REAL, STE 1200 SAN MATEO CA	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	D VARDY, PETER 333 WEST WACKER DRIVE STE 700 CHICAGO IL	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 an attachment with an address.

CR2E034 (10/97)

ADDENDUM 1 **EMCON OFFICERS AND DIRECTORS**

NAME	POSITION	BUSINESS ADDRESS
✓ Herson, Eugene M.	President, CEO and Director	400 S. El Camino Real, Suite 1200 San Mateo, CA 94402-1708
✓ Andres, Donald R.	Vice President, and Director	1921 Ringwood Ave San Jose, CA 95131-1721
132 McEntee, Gary O.	Vice President	Crossroads Corporate Center One International Blvd., Suite 700 Mahwah, NJ 07495
✓ Momboisee, Raymond M.	Chief Financial Officer, Vice President -- Legal and Secretary	400 S. El Camino Real, Suite 1200 San Mateo, CA 94402-1708
134 Baker, Adrienne	Assistant Secretary	1921 Ringwood Ave San Jose, CA 95131-1721
134 Crane, Douglas P.	Chairman of the Board	400 S. El Camino Real, Suite 1200 San Mateo, CA 94402-1708
Kerstetter, Donald	Director	400 S. El Camino Real, Suite 1200 San Mateo, CA 94402-1708
Marzluff, Jack M.	Director	400 S. El Camino Real, Suite 1200 San Mateo, CA 94402-1708
Peluso, Richard	Director	Crossroads Corporate Center One International Plaza, Suite 700 Mahwah, NJ 07495
Vardy, Peter	Director	400 S. El Camino Real, Suite 1200 San Mateo, CA 94402-1708