

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

FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90243 020 ***158.75

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000005719

1. Corporation Name
~~LEVINE FRICKE RECON INC.~~ LFR Levine Fricke Inc.

Principal Place of Business 1900 POWELL ST., 12TH FLOOR EMERYVILLE CA 94608-1811	Mailing Address 1900 POWELL ST., 12TH FLOOR EMERYVILLE CA 94608-1811
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 11/07/1995	
4. FEI Number 04-2806712	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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

APPLEGATE, JOE
 3382 CAPITAL CIRCLE NE
 TALLAHASSEE FL 32308-1568

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

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

TITLE	PT	<input checked="" type="checkbox"/> DELETE
NAME	LEVINE, JAMES D	
STREET ADDRESS	1900 POWELL ST., 12TH FLOOR	
CITY-ST-ZIP	EMERYVILLE CA 94608-1811	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	KELLY, ROBERT	
STREET ADDRESS	12 CHILTON ST.	
CITY-ST-ZIP	BROCKTON MA	
TITLE	TDC	<input type="checkbox"/> DELETE
NAME	THIEFFRY, ALAIN	
STREET ADDRESS	345 CANTERBURY CT.	
CITY-ST-ZIP	ALAMO CA 94507	
TITLE	DC	<input type="checkbox"/> DELETE
NAME	CARRETTE, FRANCOIS	
STREET ADDRESS	3 AVENUE PRESIDENT WILSON 75116	
CITY-ST-ZIP	PARIS FRANCE	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HALL, SHARON A.	
STREET ADDRESS	514 MONARCH RIDGE DRIVE	
CITY-ST-ZIP	WALNUT CREEK CA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	JOHNSON, THOMAS M.	
STREET ADDRESS	89 MARIN AVE.	
CITY-ST-ZIP	SAUSALITO CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	HENRY, CHARLES R.	
1.3 STREET ADDRESS	1900 POWELL ST. 12TH FLOOR	
1.4 CITY-ST-ZIP	EMERYVILLE CA 94608-1811	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	Asst S.	<input checked="" 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		

See Attachments A & B

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, with all other like empowered.

SIGNATURE: Kate Silverman Secretary 4/29/99 510 652 4500
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

ATTACHMENT A

537952-90243-20
Doc # F450000025719

**Directors of LFR Levine Fricke Inc.
(Formerly known as Levine Fricke Recon Inc.)**

Name	Business Address
François Carretté	3 Ave. du President Wilson Paris, France 75116
Alain Thieffry	1900 Powell Street, 12 th Floor Emeryville, CA 94608-1827
Robert Kelly	12 Chilton Street Broctkton, MA 02184

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ATTACHMENT B

Doc # F95000005719

**Officers of LFR Inc.
(Formerly known as Levine-Fricke-Recon Inc.)**

<u>Name</u>	<u>Office</u>	<u>Business Address</u>
Charles R. Henry	President	1900 Powell Street, 12 th Floor Emeryville, CA 94608-1827
Robert Kelly	Executive Vice President Assistant Treasurer	12 Chilton Street Brockton, MA 02184
Tom Johnson	Vice President	89 Marin Avenue Sausalito, CA
Eileen Wintemute	Vice President	1920 Main Street, Suite 750 Irvine, CA 92614-7211
Alain Thieffry	Treasurer Secretary	1900 Powell Street, 12 th Floor Emeryville, CA 94608-1827
Sharon Hall	Assistant Secretary	1900 Powell Street, 12 th Floor Emeryville, CA 94608-1827
Kari Silverman	Assistant Secretary	1900 Powell Street, 12 th Floor Emeryville, CA 94608-1827
Veronica Fennie	Controller	1900 Powell Street, 12 th Floor Emeryville, CA 94608-1827