

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

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Apr 10 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **F96000001886 (8)**
1. Corporation Name
BECHTEL PERSONNEL & OPERATIONAL SERVICES, INC.



Principal Place of Business PO BOX 193965 SAN FRANCISCO CA 94119	Mailing Address PO BOX 193965 SAN FRANCISCO CA 94119-3965
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2. Principal Place of Business 21 C/O TAX DEPT. Suite, Apt. #, etc. 22 50 BEALE STREET City & State 23 SAN FRANCISCO, CA Zip 24 94105-1895	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 City & State 29 Zip 30 Country USA
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3. Date Incorporated or Qualified 04/16/1996	3a. Date of Last Report
4. FEI Number 94-3215670	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	

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

81 Name	10. Name and Address of New Registered Agent
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	85 Zip Code FL

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	
TITLE	CD <input type="checkbox"/> DELETE
NAME	BECHTEL, R P
STREET ADDRESS	PO BOX 193965 (N/A)
CITY - ST - ZIP	SAN FRANCISCO CA 94119-3965
TITLE	PD <input type="checkbox"/> DELETE
NAME	ZACCARIA, ADRIAN
STREET ADDRESS	PO BOX 193965 (N/A)
CITY - ST - ZIP	SAN FRANCISCO CA 94119-3965
TITLE	VTD <input type="checkbox"/> DELETE
NAME	UNRUH, V P
STREET ADDRESS	PO BOX 193965 (N/A)
CITY - ST - ZIP	SAN FRANCISCO CA 94119-3965
TITLE	VSD <input type="checkbox"/> DELETE
NAME	WEISER, J W
STREET ADDRESS	PO BOX 193965 (N/A)
CITY - ST - ZIP	SAN FRANCISCO CA 94119-3965
TITLE	V <input type="checkbox"/> DELETE
NAME	MEYERS, B L
STREET ADDRESS	PO BOX 193965 (N/A)
CITY - ST - ZIP	SAN FRANCISCO CA 94119-3965
TITLE	V <input type="checkbox"/> DELETE
NAME	RUHLAND, L E
STREET ADDRESS	PO BOX 193965 (N/A)
CITY - ST - ZIP	SAN FRANCISCO CA 94119-3965

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	SEE ATTACHED FOR COMPLETE LISTING
1.3 STREET ADDRESS	50 BEALE STREET
1.4 CITY - ST - ZIP	SAN FRANCISCO, CA 94105-1895
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	50 BEALE STREET
2.3 STREET ADDRESS	SAN FRANCISCO, CA 94105-1895
2.4 CITY - ST - ZIP	SAN FRANCISCO, CA 94105-1895
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	SR. VICE PRES, TREAS, DIR. (SAME)
3.3 STREET ADDRESS	50 BEALE STREET
3.4 CITY - ST - ZIP	SAN FRANCISCO, CA 94105-1895
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	SR. VICE PRES, SECTY, DIR. W.F. WOLLEN
4.3 STREET ADDRESS	50 BEALE STREET
4.4 CITY - ST - ZIP	SAN FRANCISCO, CA 94105-1895
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	SR. VICE PRES. (SAME)
5.3 STREET ADDRESS	50 BEALE STREET
5.4 CITY - ST - ZIP	SAN FRANCISCO, CA 94105-1895
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	ASST. CONTROLLER M.E. MARTELLO
6.3 STREET ADDRESS	50 BEALE STREET
6.4 CITY - ST - ZIP	SAN FRANCISCO, CA 94105-1895

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 **M. E. MARTELLO** Assistant Controller (Authorized Officer) 3/31/97 (415) 768-3500
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

BECHTEL PERSONNEL & OPERATIONAL SERVICES, INC.**BEPOS****DIRECTORS AND OFFICERS****Entity Code: F9**

BECHTEL, R. P.	Chairman and Director
ZACCARIA, ADRIAN	President and Director
GUNTHER, D. J.	Executive Vice President and Director
UNRUH, V. P.	Senior Vice President, Treasurer and Director
WOLLEN, W. F.	Senior Vice President, Secretary and Director
DONLY, D. D.	Senior Vice President
MEYERS, B. L.	Senior Vice President
HORST, T. L.	Vice President
STURDEVANT, R. F.	Controller
GILL, B. E.	Assistant Treasurer
MARTELLO, M. E.	Assistant Controller
NAKAMURA, J. R.	Assistant Secretary
OLOFSON, P. J. P.	Assistant Secretary

Board of Directors

Authorized	5
Vacancies	0
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**