

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

FILED

May 13 1998 8:00am
Secretary of State

4 PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Northam 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 C/O TAX DEPT 50 BEALE ST SAN FRANCISCO CA 94105-1895 US	Mailing Address PO BOX 183965 SAN FRANCISCO CA 94119
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 C/O TAX DEPT. Suite, Apt. #, etc. 22 50 BEALE STREET City & State 23 SAN FRANCISCO, CA. Zip Country 24 94105-1895 25		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30		3. Date Incorporated or Qualified 04/16/1996	
		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 owes or has paid the current year Intangible Personal Property Tax due June 30. <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				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	
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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

Signature: typed or printed name of registering 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	CD	<input type="checkbox"/> DELETE		1.1 TITLE	SEE ATTACHED FOR COMPLETE <input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	BECHTEL, R P			1.2 NAME	LISTING/ 50 BEALE STREET		
STREET ADDRESS	50 BEALE ST			1.3 STREET ADDRESS	SAN FRANCISCO, CA. 94105-1895		
CITY-ST-ZIP	SAN FRANCISCO CA			1.4 CITY-ST-ZIP			
TITLE	PD	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME	ZACCARIA, ADRIAN			2.2 NAME	EVPD		
STREET ADDRESS	50 BEALE ST			2.3 STREET ADDRESS	CARTER, J. D.		
CITY-ST-ZIP	SAN FRANCISCO CA			2.4 CITY-ST-ZIP	50 BEALE ST		
TITLE	VTD	<input checked="" type="checkbox"/> DELETE		3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	UNRUH, V P			3.2 NAME	VTD		
STREET ADDRESS	50 BEALE ST			3.3 STREET ADDRESS	PROCTOR, G.C.		
CITY-ST-ZIP	SAN FRANCISCO CA			3.4 CITY-ST-ZIP	50 BEALE ST.		
TITLE	VSD	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	WOLLEN, W F			4.2 NAME			
STREET ADDRESS	50 BEALE ST			4.3 STREET ADDRESS			
CITY-ST-ZIP	SAN FRANCISCO CA			4.4 CITY-ST-ZIP			
TITLE	V	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	MEYERS, B L			5.2 NAME			
STREET ADDRESS	50 BEALE ST			5.3 STREET ADDRESS			
CITY-ST-ZIP	SAN FRANCISCO CA			5.4 CITY-ST-ZIP			
TITLE	C	<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	MARTELLO, M E			6.2 NAME			
STREET ADDRESS	50 BEALE ST			6.3 STREET ADDRESS			
CITY-ST-ZIP	SAN FRANCISCO CA			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.

SIGNATURE:

M. E. Martello

M. E. MARTELLO
Assistant Controller
(Authorized Officer)

4/28/98

(415) 768-3500

CR2E034 (10/97)

Federal Employer Identification Number: 94-3216670

BECHTEL PERSONNEL & OPERATIONAL SERVICES, INC.

BEPOS

DIRECTORS AND OFFICERS

Entity Code: F9

BECHTEL, R. P.	Chairman and Director
GUNTHER, D. J.	Vice Chairman and Director
ZACCARIA, ADRIAN	President and Director
CARTER, J. D.	Executive Vice President and Director
WOLLEN, W. F.	Senior Vice President, Secretary and Director
DONLY, D. D.	Senior Vice President
MEYERS, B. L.	Senior Vice President
PROCTOR, G. C.	Senior Vice President and Treasurer
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**