

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

FILED
Jan 22 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 # F96000002277 (9)
 1. Corporation Name
PAKHOED DISTRIBUTION CORPORATION



Principal Place of Business P.O. BOX 34325 SEATTLE WA 98124-1325	Mailing Address P.O. BOX 34325 SEATTLE WA 98124-1325
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/06/1996	
21	22	26	27	4. FEI Number 91-0816142	Applied For Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23	24	28	29	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	
Zip		Country		Zip	
24	25	29	30		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PCEO	<input type="checkbox"/> DELETE	1.1 TITLE	P/CEO/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOUGH, PAUL H		1.2 NAME		
STREET ADDRESS	6100 CARILLON POINT		1.3 STREET ADDRESS		
CITY-ST-ZIP	KIRKLAND WA		1.4 CITY-ST-ZIP		
TITLE	VS	<input type="checkbox"/> DELETE	2.1 TITLE	SA.V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUTLER, WILLIAM A		2.2 NAME		
STREET ADDRESS	6100 CARILLON POINT		2.3 STREET ADDRESS		
CITY-ST-ZIP	KIRKLAND WA 98033		2.4 CITY-ST-ZIP		
TITLE	V	<input type="checkbox"/> DELETE	3.1 TITLE	SA.Y	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PRUITT, GARY E.		3.2 NAME		
STREET ADDRESS	6100 CARILLON PTE		3.3 STREET ADDRESS		
CITY-ST-ZIP	KIRKLAND WA		3.4 CITY-ST-ZIP		
TITLE	V	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SAMMONS, JOHN P.		4.2 NAME	Mirabelli, Frank J.	
STREET ADDRESS	6100 CARILLAN PTE		4.3 STREET ADDRESS	6100 Carillon Point	
CITY-ST-ZIP	KIRKLAND WA		4.4 CITY-ST-ZIP	Kirkland, Wa 98033	
TITLE	V	<input checked="" type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GREGG, ROBERT J		5.2 NAME		
STREET ADDRESS	6100 CARILLON POINT		5.3 STREET ADDRESS		
CITY-ST-ZIP	KIRKLAND WA 98033		5.4 CITY-ST-ZIP		
TITLE	V	<input checked="" type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GROTHEER, WAYNE E		6.2 NAME		
STREET ADDRESS	6100 CARILLON POINT		6.3 STREET ADDRESS		
CITY-ST-ZIP	KIRKLAND WA 98033		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)

PAKHOFD DISTRIBUTION CORPORATION

OFFICER INFORMATION

<i>NAME</i>	<i>BUSINESS ADDRESS, TELEPHONE NO. & FACSIMILE NO.</i>	<i>OFFICE HELD</i>
Heugh, Paul H.	6100 Carillon Point Kirkland, WA 98033 Phone: 206-889-4162 Fax: 206-889-4160	President & C.R.O.
Butler, William A.	6100 Carillon Point Kirkland, WA 98033 Phone: 206-889-3990 Fax: 206-889-4136	Senior Vice President, General Counsel
Pruitt, Gary L.	6100 Carillon Point Kirkland, WA 98033 Phone: 206-889-3440 Fax: 206-889-4160	Senior Vice President -Finance & Administration
Mirabelli, Frank J.	6100 Carillon Point Kirkland, WA 98033 Phone: 206-889-3594 Fax: 206-889-3702	Assistant Treasurer

PAKHOED DISTRIBUTION CORPORATION

DIRECTOR INFORMATION

<i>NAME</i>	<i>BUSINESS ADDRESS, TELEPHONE NO. & FACSIMILE NO.</i>
Hough, Paul H.	Pakhoed Distribution Corporation 6100 Carillon Point Kirkland, WA 98033 Phone: 206-889-4162 Fax: 206-889-4160
Krans, Gerry P.	Royal Pakhoed N.V. Blaak 333 3011 GB Rotterdam The Netherlands Phone: 011-31-10-4002302 Fax: 011-31-10-4130537
Spoor, Ton H.	Royal Pakhoed N.V. Blaak 333 3011 GB Rotterdam The Netherlands Phone: 011-31-10-4002282 Fax: 011-31-10-4002501
Wansik, Roy E.	Pakhoed Corporation 2000 W. Loop South, #2200 Houston, TX 77027 Phone: 713-623-0000 Fax: 713-623-4480
Westdijk, Nicolaas J.	Royal Pakhoed N.V. Blaak 333 3011 GB Rotterdam The Netherlands Phone: 011-31-10-4002190 Fax: 011-31-10-4002501