


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

FILED

Feb 02 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # F97000001180 (5) 1. Corporation Name CP HOLDINGS, INC.					
Principal Place of Business 11400 SE 6TH ST #120 BELLEVUE WA 98004			Mailing Address 11400 SE 6TH ST #120 BELLEVUE WA 98004		
2. Principal Place of Business 21		2a. Mailing Address 26		3. Date Incorporated or Qualified 03/07/1997	
Suite, Apt. #, etc. 22		Suite, Apt. #, etc. 27		4. FEI Number APPLIED FOR 91-1781157	
City & State 23		City & State 28		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip 24		Country 25		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip 29		Country 30		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 NRAI SERVICES, INC. 526 E PARK AVE 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 607.0502 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 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	DC	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	LIEBSACK, JOSEPH M		1.2 NAME	Please see attached	
STREET ADDRESS	11400 SE 6TH ST #120		1.3 STREET ADDRESS		
CITY-ST-ZIP	BELLEVUE WA 98004		1.4 CITY-ST-ZIP		
TITLE	DCST	<input type="checkbox"/> DELETE	2.1 TITLE		
NAME	WEIBLING, DENNIS M		2.2 NAME		
STREET ADDRESS	2300 CARILLON PT		2.3 STREET ADDRESS		
CITY-ST-ZIP	KIRKLAND WA 98033		2.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	3.1 TITLE		
NAME	MCCAW, CRAIG O		3.2 NAME		
STREET ADDRESS	2300 CARILLON PT		3.3 STREET ADDRESS		
CITY-ST-ZIP	KIRKLAND WA 98033		3.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	4.1 TITLE		
NAME	PERRY, WAYNE M		4.2 NAME		
STREET ADDRESS	5000 CARILLON PT		4.3 STREET ADDRESS		
CITY-ST-ZIP	KIRKLAND WA 98033		4.4 CITY-ST-ZIP		
TITLE	P	<input type="checkbox"/> DELETE	5.1 TITLE		
NAME	SCHILTZ, MATTHEW J		5.2 NAME		
STREET ADDRESS	11400 SE 6TH ST #120		5.3 STREET ADDRESS		
CITY-ST-ZIP	BELLEVUE WA 98004		5.4 CITY-ST-ZIP		
TITLE	V	<input type="checkbox"/> DELETE	6.1 TITLE		
NAME	NOLL, WILLIAM C		6.2 NAME		
STREET ADDRESS	11400 SE 6TH ST #120		6.3 STREET ADDRESS		
CITY-ST-ZIP	BELLEVUE WA 98004		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 as an attachment with an address.

SIGNATURE:

DATE REQUIRED

1/14/98

(425)452-5306

CR2E034 (10/97)

CP Holdings, Inc.  
Federal ID #91-1781157

Joseph M. Liebsack  
Chairman of the Board  
Chief Executive Officer

11400 SE 6th Street  
Suite 120  
Bellevue, Washington 98004

Matthew J. Schiltz  
President and Chief  
Operating Officer

11400 SE 6th Street  
Suite 120  
Bellevue, Washington 98004

Robert S. McCambridge  
Executive Vice President

11400 SE 6th Street  
Suite 120  
Bellevue, Washington 98004

Jerome B. Gronfein  
Chief Financial Officer and  
Senior Vice President

11400 SE 6th Street  
Suite 120  
Bellevue, Washington 98004

Gary B. O'Malley  
Senior Vice President

11400 SE 6th Street  
Suite 120  
Bellevue, Washington 98004

Marc C. Wright  
VP of Business Development

11400 SE 6th Street  
Suite 120  
Bellevue, Washington 98004

William C. Noll  
VP of Development

11400 SE 6th Street  
Suite 120  
Bellevue, Washington 98004

Darla V. Norris  
Vice President of Finance

11400 SE 6th Street  
Suite 120  
Bellevue, Washington 98004

Michael S. Simms  
Vice President

11400 SE 6th Street  
Suite 120  
Bellevue, Washington 98004

Dennis M. Weibling  
Secretary and Treasurer

11400 SE 6th Street  
Suite 120  
Bellevue, Washington 98004

Seth R. Davis  
Vice President  
General Manager

11400 SE 6th Street  
Suite 120  
Bellevue, Washington 98004

CP Holdings, Inc.  
Fed ID#91-1781157  
Board of Directors

Joseph M. Liebsack

11400 SE 6th Street  
Suite 120  
Bellevue, Washington 98004

Craig O. McCaw

C/O Eagle River  
2300 Carillon Point  
Kirkland, Washington 98033

Dennis M. Weibling

C/O Eagle River  
2300 Carillon Point  
Kirkland, Washington 98033

Wayne M. Perry

C/O Onecomm  
2300 Carillon Point  
Kirkland, Washington 98033

Steven W. Hooper

C/O Onecomm  
2300 Carillon Point  
Kirkland, Washington 98033

Thomas P. Lydon, Jr.

C/O Metropolitan Life Insurance Company  
334 Madison Avenue, Box 633  
Convent Station, New Jersey 07961

Frederick M.R. Smith

C/O CSFB  
11 Madison Avenue  
New York, New York 10010