FILE NOW: FILING FEE AFT'R MAY 1ST IS \$550.00 **FILED PROFIT** FLORIDA DEPARTMENT OF STATE CORPORATION Apr 28 1998 8:00am Sandra B. Mortham ANNUAL REPORT Secretary of State 1998 DIVISION OF CORPORATIONS Secretary of State DOCUMENT # P21512 (9) METRIC MANAGEMENT, INC. Principal Place of Business Mailing Address 1 CALIFORNIA STREET 1 CALIFORNIA STREET SUITE 1400 **SUITE 1400 SAN FRANCISCO CA 94111-5415** SAN FRANCISCO CA 94111-5415 DO'NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 10/27/88 2. Principal Place of Business 4. FEI Number 2a. Mailing Address Applied For 94-3059943 26 Not Applicable Suite, Apt. #. etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired Fee Required 27 City & State City & State 6. Election Campaign Financing \$5.00 May Be 28 **Trust Fund Contribution** Added to Fees Zip Country Zip Country 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes Ano Personal Property Tax due June 30. 25 29 Yes Yes 30 Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent CT CORPORATION SYSTEM Name 1200 S. PINE ISLAND ROAD 82 Street Address (P.O. Box Number is Not Acceptable) PLANTATION FL 33324 83 84 City 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) OFFICERS AND DIRECTORS 12, ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. TITLE DELETE **DVGCS** 1.1 TITLE NAME HOWERTON, HERMAN H. 1.2 NAME CALIFORNIA, STE 1400 FRANCISCO, CA 94111 STREET ADDRESS 1.3 STREET ADDRESS CITY-ST-ZIP 1.4 CITY-ST-ZIP TITLE DELETE Change Addition 2.1 TITLE NAME MORRIS, JEFFREY J. 2.2 NAME ONE CALIFORNIA, STE 1400 SAN FRANCISCO, CA 94111 STREET ADDRESS 2.3 STREET ADDRESS CITY-ST-ZIP 2.4 CITY-ST-ZIP TITLE CCFOT DELETE 3.1 TITLE MALIF FINELLI, WILLIAM A. 3.2 NAME STREET ADDRESS ONE NORTH BROADWAY, STE 500 3.3 STREET ADDRESS WHITE PLAINS, NY 10601 3.4. CITY+ST-ZIP TITLE Addition 4.1 TITLE NAME BAWDEN LAMONT W. 4.2 NAME STREET ADDRESS 8700 EAST VIA DE VENTURA, STE 4.3 STREET ADDRESS CITY-ST-ZIP 170, SCOTTSDALE AZ 4.4 CITY - ST- ZIP

WHITE PLAINS, NY 10601 14. Thereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. 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 charged, or on an attachment with an address.

5.1 TITLE

5.2 NAME

6.1 TITLE

6.2 NAME

5.3 STREET ADDRESS

6.3 STREET ADDRESS

5.4 CITY-ST-ZIP

SIGNATURE:

FABER, RICHARD A.

LYDON, THOMAS P. JR.

ONE CALIFORNIA ST, STE 1400 SAN FRANCISCO, CA 94111

ONE NORTH BROADWAY, STE 500

TITLE

NAME

TITLE

NAME

STREET ADDRESS

STREET ADDRESS

CITY-ST-ZIP

21

22

23

ALL ALL VP, GC & SEC.

K XDELETE

4/23/98

BEHYMER, ANDREW T.

***150.00

ONE NORTH BROADWAY, STE 500

WHITE PLAINS NY 10601 Change -04/28/98-01095-033

VPPM

(415) 678-2000

Change Addition