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Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Northam</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P31828** (7)  
1. Corporation Name  
**CIRCLE INTERNATIONAL, INC.**

Principal Place of Business  
**260 TOWNSEND ST.,  
SAN FRANCISCO CA 94107**

Mailing Address  
**260 TOWNSEND ST.,  
SAN FRANCISCO CA 94107**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified  
**11/14/1990**

2. Principal Place of Business	2a. Mailing Address	4. FEI Number <b>94-1738573</b>	Applied For <input type="checkbox"/> Not Applicable
21. Suite, Apt. #, etc.	25. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
22. City & State	27. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
23. Zip	28. Country	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	
24. Zip	25. Country	29. Zip	30. Country

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM  
1200 S. PINE ISLAND ROAD  
PLANTATION FL 33324**

81. Name	85. Zip Code
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	
84. City	<b>FL</b>

10. Name and Address of New Registered Agent

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	<b>CO</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GIBERT, PETER</b>	1.2 NAME	
STREET ADDRESS	<b>260 TOWNSEND ST.</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	1.4 CITY-ST-ZIP	
TITLE	<b>P</b> <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<b>PRESIDENT &amp; CHIEF OPERATING OFFICER</b> <input checked="" type="checkbox"/> Addition
NAME	<b>LEONARD, STEVEN</b>	2.2 NAME	<b>KENNETH TURNHAM</b>
STREET ADDRESS	<b>260 TOWNSEND ST</b>	2.3 STREET ADDRESS	<b>260 TOWNSEND STREET</b>
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	2.4 CITY-ST-ZIP	<b>SAN FRANCISCO, CA 93107</b>
TITLE	<b>T</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>DIAZ, ROBERT</b>	3.2 NAME	
STREET ADDRESS	<b>260 TOWNSEND STREET</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	3.4 CITY-ST-ZIP	
TITLE	<b>V</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ROTH, PAT</b>	4.2 NAME	
STREET ADDRESS	<b>260 TOWNSEND ST.</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	4.4 CITY-ST-ZIP	
TITLE	<b>V</b> <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WERTHEIMER, KIM</b>	5.2 NAME	
STREET ADDRESS	<b>260 TOWNSEND ST.</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	5.4 CITY-ST-ZIP	
TITLE	<b>S</b> <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>KENNIS, ROBERT</b>	6.2 NAME	
STREET ADDRESS	<b>260 TOWNSEND ST.</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	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)

**CIRCLE INTERNATIONAL, INC.  
CORPORATE OFFICERS AND DIRECTORS**

<u>OFFICER / DIRECTOR'S (*) NAME</u>	<u>TITLE</u>
1 PETER GIBERT *	CHAIRMAN
2 KENNETH TURNHAM *	PRESIDENT & CHIEF OPERATING OFFICER
3 ROBERT DIAZ	TREASURER, ASST. SECRETARY
4 ROBERT H. KENNIS *	VICE PRESIDENT & SECRETARY
5 CATHY CLAUSEN	VICE PRESIDENT, IMPORTS
6 GARY ELKINS	VICE PRESIDENT
7 RAE FAWCETT	SR. VICE PRESIDENT
8 PETER GEORGE	VICE PRESIDENT, AIR
9 JANICE KERTI	VICE PRESIDENT
10 JOHN KLESCH	SR. VICE PRESIDENT
11 JOHN KOPSHEVER	SR. VICE PRESIDENT, PRES. OF AUTO- MOTIVE LOGISTICS SERVICES DIVISION
12 RONALD MARCILLAC	SR. VICE PRESIDENT
13 JON MONROE	VICE PRESIDENT, OCEAN SERVICES
14 PATTERSON ROTH	SR. VICE PRESIDENT
15 ZARYAB SHEIKH	SR. VICE PRESIDENT, FINANCE
16 STEVEN TAYLOR	SR. VICE PRESIDENT
17 KIM WERTHEIMER	EXECUTIVE VICE PRESIDENT
18 WILLIAM WOODS	SR. VICE PRESIDENT

ADDRESS OF OFFICERS / DIRECTORS  
1,2,3,4,5,7,8,9,13,15,18

CIRCLE INTERNATIONAL, INC.  
260 TOWNSEND STREET  
SAN FRANCISCO, CA 94107

ADDRESS OF OFFICER 6

1245 ROYAL LANE NORTH  
DFW AIRPORT, TX 75261

ADDRESS OF OFFICER 12

385 VALLEY DRIVE  
BRISBANE, CA 94005

ADDRESS OF OFFICER 10

1181 TRAPP ROAD, SUITE 200  
EAGAN, MN 55121

ADDRESS OF OFFICER 11

20495 PENNSYLVANIA AVE.,  
BROWNSTOWN, MI 48192

ADDRESS OF OFFICER 14

3760 LAKE PARK DRIVE  
COVINGTON, KY 41017

ADDRESS OF OFFICER 16

985 SULLIVAN ROAD  
COLLEGE PARK, GA 30349

ADDRESS OF OFFICER 18

1 JOHNSON ROAD  
LAWRENCE, NY 11559