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PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P31828

1. Corporation Name
CIRCLE INTERNATIONAL, INC.

Principal Place of Business

280 TOWNSEND ST.
SAN FRANCISCO CA 94107

Mailing Address

280 TOWNSEND ST.
SAN FRANCISCO CA 94107

2. Principal Place of Business

21 Suite, Apt. #, etc

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

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

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 607.0602 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 line of registration)

(NOTE: Registered Agent's signature required when changing registered agent)

DATE

12. OFFICERS AND DIRECTORS

TITLE	CD	X DELETE
NAME	GIBERT, PETER	
STREET ADDRESS	260 TOWNSEND ST.	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	PCOO	X DELETE
NAME	TURNHAM, KENNETH	
STREET ADDRESS	260 TOWNSEND ST	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	T	X DELETE
NAME	DIAZ, ROBERT	
STREET ADDRESS	260 TOWNSEND STREET	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	V	X DELETE
NAME	ROTH, PAT	
STREET ADDRESS	260 TOWNSEND ST.	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	V	[] DELETE
NAME	WERTHEIMER, KIM	
STREET ADDRESS	260 TOWNSEND ST.	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	S	[] DELETE
NAME	KENNIS, ROBERT	
STREET ADDRESS	260 TOWNSEND ST.	
CITY-ST-ZIP	SAN FRANCISCO CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	CD	[] Change X Addition
12 NAME	David I. Beatson	
13 STREET ADDRESS	260 Townsend Street	
14 CITY-ST-ZIP	San Francisco, CA	
21 TITLE	COO	[] Change X Addition
22 NAME	Randy T. Clark	
23 STREET ADDRESS	260 Townsend Street	
24 CITY-ST-ZIP	San Francisco, CA	
31 TITLE	T	[] Change X Addition
32 NAME	Janice Kerti	
33 STREET ADDRESS	260 Townsend Street	
34 CITY-ST-ZIP	San Francisco, CA	
41 TITLE		[] Change [] Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		[] Change [] Addition
62 NAME		
63 STREET ADDRESS		
64 CITY-ST-ZIP		

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***150.00 ***150.00

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), 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, with all other like empowered

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone

CR2E034 (11/98)