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FILED
May 21 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F95000004849 (4)
 1. Corporation Name
~~FM DEVELOPMENT COMPANY, ALPHA~~
Pacific Bay Homes NC 12/12/96



Principal Place of Business: 275 BATTERY STREET, 23RD FL, SAN FRANCISCO CA 94105, US

Mailing Address: C/O FORD MOTOR COMPANY, THE AMERICAN ROAD RM 570 WHO, DEARBORN MI 48121, US

3. Date Incorporated or Qualified: 10/06/1995
 3a. Date of Last Report: 05/01/1996

4. FEI Number: 95-4387158
 Applied For: Not Applicable

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip
 24 Country

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip
 29 Country

9. Name and Address of Current Registered Agent
 C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City
 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	CD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WALDECK, FREDERICK T	1.2 NAME	
STREET ADDRESS	135 MAIN STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARKLEY, JOHN G	2.2 NAME	900002201869
STREET ADDRESS	135 MAIN STREET	2.3 STREET ADDRESS	-06/04/97--01099--004
CITY-ST-ZIP	SAN FRANCISCO CA	2.4 CITY-ST-ZIP	***990.00
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	Tami Lopez <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	OLIVE, DEBBIE	3.2 NAME	Assistant Treasurer/Tax Officer
STREET ADDRESS	275 BATTERY STREET 23RD FL	3.3 STREET ADDRESS	The American Rd.
CITY-ST-ZIP	SAN FRANCISCO CA	3.4 CITY-ST-ZIP	Dearborn, Mi 48121
TITLE	V <input checked="" type="checkbox"/> DELETE	4.1 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	EDMONSTON, ROBERT R	4.2 NAME	McKinlay, Scott
STREET ADDRESS	135 MAIN STREET	4.3 STREET ADDRESS	275 Battery St., 23rd Fl
CITY-ST-ZIP	SAN FRANCISCO CA	4.4 CITY-ST-ZIP	SAN FRANCISCO, CA
TITLE	VT <input checked="" type="checkbox"/> DELETE	5.1 TITLE	Chief Financial Officer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HEINRICH, DANIEL J	5.2 NAME	ALVAREZ, JR. F. RENE
STREET ADDRESS	135 MAIN STREET	5.3 STREET ADDRESS	275 BATTERY ST., 23rd Fl
CITY-ST-ZIP	SAN FRANCISCO CA	5.4 CITY-ST-ZIP	SAN FRANCISCO, CA
TITLE	V <input checked="" type="checkbox"/> DELETE	6.1 TITLE	Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HUDSON, LEE	6.2 NAME	Hamm, Richard W.
STREET ADDRESS	135 MAIN STREET	6.3 STREET ADDRESS	275 BATTERY ST., 23rd Fl
CITY-ST-ZIP	SAN FRANCISCO CA	6.4 CITY-ST-ZIP	SAN FRANCISCO, CA

14. I do 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.

SIGNATURE: *Tami Lopez* 4-23-97

CR2E034 (9/96)