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Apr 23, 1999 8:00 am
Secretary of State

04-23-1999 90135 002 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P13582

1. Corporation Name
BALFOUR BEATTY INCORPORATED



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 999 PEACHTREE STREET NE SUITE 200 ATLANTA GA 30309 US
 Mailing Address: 999 PEACHTREE STREET NE SUITE 200 ATLANTA GA 30309 US

3. Date Incorporated or Qualified: 03/12/1987
 4. FEI Number: 52-1454968
 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 owes the current year intangible Personal Property Tax: Yes No

2. Principal Place of Business: 21
 2a. Mailing Address: 26
 Suite, Apt. #, etc.: 22
 City & State: 23
 Zip: 24 Country: 25
 City & State: 27
 Zip: 28 Country: 29

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND RD.
 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 607.0502 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: PD	BEDELIAN, HARO M	1.1 TITLE:	<input checked="" type="checkbox"/> DELETE
STREET ADDRESS: 999 PEACHTREE ST NE, SUITE 200	ATLANTL GA	1.2 NAME:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP:		1.3 STREET ADDRESS:	
TITLE: VPSD	PIPER, DAVID A	1.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: 999 PEACHTREE ST NE, SUITE 200	ATLANTA GA	2.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP:		2.2 NAME:	
TITLE: VPD	MOYNIHAN, JAMES J	2.3 STREET ADDRESS:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: 30 CAMDEN RD NE	ATLANTA GA	2.4 CITY-ST-ZIP:	
CITY-ST-ZIP:		3.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: C	WELTON, MICHAEL W	3.2 NAME:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: 1 ANGEL SQUARE, TORRENS ST	LONDON EN	3.3 STREET ADDRESS:	
CITY-ST-ZIP:		3.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: VPD	TARN, HENY R	4.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: 1427 ADAMS LAKE BLVD	ATLANTA GA	4.2 NAME:	
CITY-ST-ZIP:		4.3 STREET ADDRESS:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: T	MCREYNOLDS, JOHN F	4.4 CITY-ST-ZIP:	
STREET ADDRESS: 3379 GLENROSE TRL	ATLANTA GA	5.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP:		5.2 NAME:	
		5.3 STREET ADDRESS:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		5.4 CITY-ST-ZIP:	
		6.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		6.2 NAME:	
		6.3 STREET ADDRESS:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		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)(l), 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 JOHN MCREYNOLDS 4-15-99 404-875-0356
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

0012/0

CR2E034 (11/98)

P13582

401091-90135-2

BALFOUR BEATTY, INC.

OFFICERS

Henry R. Tarn – P/D

Business Address: 999 Peachtree Street, NE, Suite 200, Atlanta, GA 30309

David A. G. Piper – V/D/S

Business Address: 999 Peachtree Street, NE, Suite 200, Atlanta, GA 30309

Adrian J. Greenhalgh – V

Business Address: 999 Peachtree Street, NE, Suite 200, Atlanta, GA 30309

John F. McReynolds – T

Business Address: 999 Peachtree Street, NE, Suite 200, Atlanta, GA 30309

William B. Miller – V

Business Address: 2800 South IH35, Suite 140, Austin, TX 78704

James L. Webster – V

Business Address: 2800 South IH35, Suite 140, Austin, TX 78704

Kevin Davy – V

Business Address: 999 Peachtree Street, NE, Suite 200, Atlanta, GA 30309

William Ogle – V

Business Address: 600 Walnut Avenue, Vallejo, CA 94592

Bill Clarke – V

Business Address: 600 Walnut Avenue, Vallejo, CA 94592

John Foote – V

Business Address: 600 Walnut Avenue, Vallejo, CA 94592

Christopher G. Elliott – V

Business Address: 139B Mill Road East, Old Saybrook, CT 06475

Frank D. F. T. McCormack – V

Business Address: One Angel Square, Torrens Street, London, England, EC1V 1SX