

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P13745 (5)
 1. Corporation Name
BASIC AMERICAN, INC.



Principal Place of Business 2999 OAK RD WALNUT CRK CA 94596 US	Mailing Address 2999 OAK RD WALNUT CRK CA 94596-2066 US
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3. Date Incorporated or Qualified 03/24/1987	3a. Date of Last Report 05/01/1996
4. FEI Number 94-1318402	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. 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 FL 85 Zip Code
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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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PCD HUME, GEORGE H. 235 LOCUST STREET SAN FRANCISCO CA <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition PLEASE SEE ATTACHED SCHEDULE OTHER OFFICERS + DIRECTORS
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CD HUME, WILLIAM J. 3640 WASHINGTON STREET SAN FRANCISCO CA <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V BRITT, DONALD A. 20 ROBBINS PLACE ALAMO CA <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AST LEONARD, PATRICIA A. 6-C GREENWOOD COVE DR. TIBURON CA <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS STAV, CHRISTINE M 737 HYDE ST SAN FRANCISCO CA <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPS BARNECUT, JOHN C 40 ERICA CT NOVATO CA <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: Logan **4/25/97** **510-472-4000**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

As of 06/18/96

BASIC AMERICAN, INC., a Delaware Corporation

94-1318402

SCHEDULE OF OFFICERS AND DIRECTORS

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
William J. Hume 559-50-7460	Chairman of The Board	3640 Washington St. San Francisco, CA 94118
George H. Hume 571-58-7618	President & Chief Executive Officer	235 Locust St. San Francisco, CA 94118
John W. Argent 474-92-9509	Vice President & Chief Financial Officer	810 Fox Glen Place Walnut Creek, CA 94598
Larry D. Ledin 471-46-5749	Vice President	10 Carlyle Ct. Danville, CA 94509
Jack E. Parks 487-42-4302	Vice President	51 S. Lavaside Rd. Blackfoot, ID 83221
Thomas D. Logan 018-54-2941	Treasurer	78 Larkstone Ct. Danville, CA 94526
Chris I. Forsberg 339-44-8630	Asst. Treasurer	467 Gallagher Dr. Benicia, CA 94510
John C. Barnecut 566-80-7482	Vice President, Secretary, & General Counsel	40 Erica Ct. Novato, CA 94947
Christine M. Stav 555-90-4885	Assistant Secretary	737 Hyde St. San Francisco, CA 94109
Patricia A. Leonard 553-44-2880	Assistant Secretary & Assistant Treasurer	6-C Greenwood Cove Dr. Tiburon, CA 94920

SCHEDULE OF OFFICERS AND DIRECTORS

<u>DIRECTORS</u>	<u>ADDRESS</u>
James C. Gaither 546-46-4824	One Maritime Plaza, 20th Floor San Francisco, CA 94111
Larry D. Ledin 471-46-5749	10 Carlyle Ct. Danville, CA 94509
George H. Hume 571-58-7618	235 Locust St. San Francisco, CA 94118
William J. Hume 559-50-7460	3640 Washington St. San Francisco, CA 94118
J. Frank Leach 380-12-0863	3000 Sand Hill Rd. Menlo Park, CA 94025
Carol H. Tolan 567-66-2961	1130 Park Ave., Apt. 42 New York, NY 10128
Donna L. Weaver 527-62-5670	2999 Ponderosa Lane Hayden Lake, ID 83835