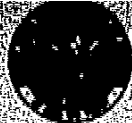


**CORPORATION
ANNUAL REPORT
1995**



Florida Department of State
Sandra B. Matheson
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR 24 AM 11:03 '99

DOCUMENT # 816578 (9)

1. Corporation Name
QUOTRON SYSTEMS, INC.

Principal Place of Business Mailing Address
**77 WATER STREET
NEW YORK NY 10005
US** **5300 MCCONNELL AVE.
LOS ANGELES CA 90066
US**

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified **12/28/1962** 3b. Date of Last Report **02/28/1994**
4. FEI Number **95-1927109** 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 2a. Mailing Address
21 **5300 MCCONNELL AVE.** 26
22 Suite, Apt. #, etc. 27 Suite, Apt. #, etc.
23 City & State **L.A. CA** 28 City & State
24 Zip **90066** 25 Country **US** 29 Zip 30 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New 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 607.0502 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 *N/A* (NOTE: Registered Agent signature required when installing) DATE

12. OFFICERS AND DIRECTORS	
TITLE	DP
NAME	CIRILLO, THOMAS
STREET ADDRESS	77 WATER ST NEW YORK NY
CITY - ST - ZIP	
TITLE	VP
NAME	BRUNT, GEORGE
STREET ADDRESS	77 WATER ST NEW YORK NY
CITY - ST - ZIP	
TITLE	DT
NAME	HERBURGER, RICHARD
STREET ADDRESS	77 WATER ST NEW YORK NY
CITY - ST - ZIP	
TITLE	ATC
NAME	MCCORT, NANCY
STREET ADDRESS	77 WATER ST NEW YORK NY
CITY - ST - ZIP	
TITLE	EVP
NAME	LEVINE, GEORGE H
STREET ADDRESS	77 WATER ST NEW YORK NY
CITY - ST - ZIP	
TITLE	AS
NAME	FUGAWA, MICHELE
STREET ADDRESS	77 WATER ST NEW YORK FL
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
11 TITLE	CHAIRMAN OF BOARD/PRESIDENT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	BRYAN M. D. VANHAN
13 STREET ADDRESS	1700 BROADWAY
14 CITY - ST - ZIP	NEW YORK, NY 10019
21 TITLE	SENIOR V.P. OF FINANCE AND ADMINISTRATION <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	HOWARD C. NAPHITALI
23 STREET ADDRESS	1700 BROADWAY
24 CITY - ST - ZIP	NEW YORK, NY 10019
31 TITLE	SECRETARY <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	THOMAS H. GALLER
33 STREET ADDRESS	1700 BROADWAY
34 CITY - ST - ZIP	NEW YORK, NY 10019
41 TITLE	DIRECTOR <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	WILLIAM O'NEAL
43 STREET ADDRESS	1700 BROADWAY
44 CITY - ST - ZIP	NEW YORK, NY 10019
51 TITLE	SR. V.P. OF MARKETING <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	ROBERT R. ASSEL
53 STREET ADDRESS	1700 BROADWAY
54 CITY - ST - ZIP	NEW YORK, NY 10019
61 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	DELETE
63 STREET ADDRESS	
64 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this report is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(h), Florida Statutes. I further certify that the information indicated on this 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 007, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Howard C. Naphitali* **HOWARD C. NAPHITALI** (710) 827-4600
SIGNATURE AND TYPED OR PRINTED NAME OF HIGHING OFFICER OR DIRECTOR