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**Jan 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 # 848651 (6)
1. Corporation Name
NEC ELECTRONICS INC.



Principal Place of Business Mailing Address
**2880 SCOTT BOULEVARD
PO BOX 58062
SANTA CLARA CA 95052-8062
US**

3. Date Incorporated or Qualified 3a. Date of Last Report
03/27/1981 **02/05/1996**

4. FEI Number Applied For
94-1644609 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 **2880 Scott Boulevard** 26
Suite, Apt. #, etc. Suite, Apt. #, etc.

22 **Mail Stop: SC800** 27
City & State City & State

23 **Santa Clara, CA** 28
Zip Country Zip Country

24 **95050** 25 **USA** 29 30

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 **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

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	SAITO, KUNISHIRO	
STREET ADDRESS	401 ELLIS STREET	
CITY - ST - ZIP	MOUNTAIN VIEW CA	
TITLE	CFO	<input checked="" type="checkbox"/> DELETE
NAME	KOMURA, MASAYUKI	
STREET ADDRESS	401 ELLIS STREET	
CITY - ST - ZIP	MOUNTAIN VIEW CA	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	GIOVANOLA, JOHN	
STREET ADDRESS	401 ELLIS STREET	
CITY - ST - ZIP	MOUNTAIN VIEW CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HANETA, YUICHI	
STREET ADDRESS	33-1 SHIBA GOCHOME	
CITY - ST - ZIP	TOKYO, JAPAN	
TITLE	EVP	<input checked="" type="checkbox"/> DELETE
NAME	MATSUE, SHIGEKI	
STREET ADDRESS	475 ELLIS ST., P.O. BOX 7241	
CITY - ST - ZIP	ROSEVILLE CA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MARCK, JOHN	
STREET ADDRESS	401 ELLIS STREET	
CITY - ST - ZIP	MOUNTAIN VIEW CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Shigeki Matsue	
1.3 STREET ADDRESS	2880 Scott Boulevard	(See attached)
1.4 CITY - ST - ZIP	Santa Clara, CA 95050	
2.1 TITLE	Shin Kurata	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Shin Kurata	
2.3 STREET ADDRESS	2880 Scott Boulevard	
2.4 CITY - ST - ZIP	Santa Clara, CA 95050	
3.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS	2880 Scott Boulevard	
3.4 CITY - ST - ZIP	Santa Clara, CA 95050	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE	SVP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Kuniyoshi Noritsugu	
5.3 STREET ADDRESS	2880 Scott Boulevard	
5.4 CITY - ST - ZIP	Santa Clara, CA 95050	
6.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS	2880 Scott Boulevard	
6.4 CITY - ST - ZIP	Santa Clara, CA 95050	

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: _____ DATE: **1/7/97** (408) 588-6000
Daytime Phone #

CR2E034 (9/96)

**NEC ELECTRONICS INC.
CORPORATE OFFICERS**

<u>DATE OF OFFICE</u>	<u>NAME & TITLE</u>	<u>ADDRESS</u>
6/5/96	SHIGEKI MATSUE President and Chief Executive Officer	2880 Scott Boulevard Santa Clara, CA 95050-2554
6-13-94	KUNYOSHI NORITSUGU Sr. Vice President & Secretary	" "
7/8/96	SHIN KURATA Vice President and Chief Financial Officer	" "
7-20-87	JOHN MARCK Vice President and General Manager, Memory Products	" "
11-9-90	JOHN GIOVANOLA Vice President, Administration	" "
4-1-92	MIKE DESPOTES Vice President, Sales	" "
11-27-95	SADAYUKI KISHI Sr. Vice President, Roseville Operations	7501 Foothills Boulevard Roseville, CA 94039-6565
2-15-96	HIDESATO TANAKA Vice President, Corporate Planning Office	2880 Scott Boulevard Santa Clara, CA 95050-2554

**NEC ELECTRONICS INC.
CORPORATE DIRECTORS**

<u>NAME</u>	<u>LOCATION</u>
HIROKAZU AKIYAMA Sr. Vice President	7-1, Shiba 5-chome, Minato-ku Tokyo 108-01, JAPAN
YUICHI HANETA Assoc. Sr. Vice President	" "
SHIGEO MATSUMOTO Assoc. Sr. Vice President	" "
KENJIRO NITTA Executive Vice President of NEC USA, Inc.	" "
KUNISHIRO SAITO	" "
KANJI SUGIHARA Assoc. Senior Vice President	" "
SUSUMU SUMITOMO	" "
MAMORU KATAOKA	" "
SHIGEKI MATSUE President and Chief Executive Officer	2880 Scott Boulevard Santa Clara, CA 95050-2554
KUNIYOSHI NORITSUGU Sr. V.P. and Corporate Secretary	" "
SADAYUKI KISHI Sr. V.P., Roseville Operations	7501 Foothills Boulevard Roseville, CA 95747