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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: **2880 SCOTT BOULEVARD PO BOX 58062 SANTA CLARA CA 95052-8062 US**
Mailing Address: **2880 SCOTT BOULEVARD PO BOX 58062 SANTA CLARA CA 95052-8062 US**

3. Date Incorporated or Qualified: **03/27/1981** 3a. Date of Last Report: **02/05/1996**
4. FEI Number: **94-1644609** 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 2880 Scott Boulevard** 2a. Mailing Address: **26**
Suite, Apt. #, etc.: **22 Mail Stop: SC800** Suite, Apt. #, etc.: **27**
City & State: **23 Santa Clara, CA** City & State: **28**
Zip: **24 95050** Country: **25 USA** Zip: **29** Country: **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: _____ 85 Zip Code: **FL**

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: _____ 1/7/97 (408) 588-6000
DATE: _____ 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