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FILED
Jan 29 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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 MAIL STOP: SC800 SANTA CLARA CA 95050 US**
 Mailing Address: **2880 SCOTT BOULEVARD PO BOX 58062 SANTA CLARA CA 95052-8062 US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
03/27/1981

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24 Zip Country

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 30 Zip Country

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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

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 _____ (NOT: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	SHIGEKI, MATSUE	
STREET ADDRESS	2880 SCOTT BOULEVARD	
CITY-ST-ZIP	SANTA CLARA CA	
TITLE	CFO	<input type="checkbox"/> DELETE
NAME	KURATA, SHIN	
STREET ADDRESS	2880 SCOTT BOULEVARD	
CITY-ST-ZIP	SANTA CLARA CA	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	GIOVANOLA, JOHN	
STREET ADDRESS	2880 SCOTT BLVD	
CITY-ST-ZIP	SANTA CLARA CA	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	HANETA, YUICHI	
STREET ADDRESS	33-1 SHIBA GOCHOME	
CITY-ST-ZIP	TOKYO, JAPAN	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	NORITSUGU, KUNIYOSHI	
STREET ADDRESS	2880 SCOTT BLVD	
CITY-ST-ZIP	SANTA CLARA CA	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	MARCK, JOHN	
STREET ADDRESS	2880 SCOTT BLVD	
CITY-ST-ZIP	SANTA CLARA CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	(See attached)
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	SVP
3.3 STREET ADDRESS	Mike Despotes
3.4 CITY-ST-ZIP	2880 Scott Blvd. Santa Clara, CA 95050-2554
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	D
4.3 STREET ADDRESS	Hirokazu Hashimoto
4.4 CITY-ST-ZIP	7-1, Shiba 5-chome, Minato-ku Tokyo 108-01, Japan
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	V
6.3 STREET ADDRESS	Naoya Endo
6.4 CITY-ST-ZIP	2880 Scott Blvd. Santa Clara, CA 95050-2554

14. I 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 _____ Kuniyoshi Noritsugu

CR2E034 (10/97)

**NEC ELECTRONICS INC.
CORPORATE DIRECTORS**

<u>NAME</u>	<u>LOCATION</u>
HIROKAZU HASHIMOTO	7-1, Shiba 5-chome, Minato-ku Tokyo 108-01, JAPAN
KENJI KANI	" "
KENJI KANNO	" "
MAMORU KATAOKA	" "
SHIGEO MATSUMOTO	" "
KEIICHI SHIMAKURA	" "
MASAMI SHINOZAKI	" "
KANJI SUGIHARA	" "
MINEO SUGIYAMA	" "
SUSUMU SUMITOMO	" "
SHIGEKI MATSUE President and Chief Executive Officer	2880 Scott Boulevard Santa Clara, CA 95050-2554
KUNYOSHI NORITSUGU Sr. V.P. and Corporate Secretary	" "
SADAYUKI KISHI Sr. V.P., Roseville Operations	7501 Foothills Boulevard Roseville, CA 95747

**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	KUNIOYOSHI NORITSUGU Sr. Vice President & Secretary	" "
7/8/96	SHIIN KURATA Vice President and Chief Financial Officer	" "
5/12/97	MIKE DESPOTES Sr. Vice President Sales	" "
11-27-95	SADAYUKI KISHI Sr. Vice President, Roseville Operations	7501 Foothills Boulevard Roseville, CA 94039-6565
8-8-97	NAOYA ENDO Vice President, Corporate Planning Office and Information Systems	2880 Scott Boulevard Santa Clara, CA 95050-2554
6/23/97	JOHN J. CHENETTE Vice President, Human Resources	" "
12/1/97	CHARLES J. SLOAN Vice President of Santa Clara Operations	" "
12/16/97	SHEKAR RAO Vice President and General Manager of Communications	" "