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Mar 24, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F97000001661**

1. Corporation Name
4937 WATERWAY, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 11766 WILSHIRE BLVD., STE. 1270 LOS ANGELES CA 90025
 Mailing Address: 11766 WILSHIRE BLVD., STE. 1270 LOS ANGELES CA 90025

3. Date Incorporated or Qualified: **04/01/1997**
 4. FEI Number: **APPLIED FOR**
 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 the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: 21 11766 Wilshire Blvd, Suite, Apt. #, etc. 22 Suite 1450, City & State 23 Los Angeles, CA, Zip 24 90025, Country 25 USA
 2a. Mailing Address: 26 11766 Wilshire Blvd, Suite, Apt. #, etc. 27 Suite 1450, City & State 28 Los Angeles, CA, Zip 29 90025, Country 30 USA

9. Name and Address of Current Registered Agent
NATIONSCORP REGISTERED AGENTS, INC.
526 E. PARK AVE.
TALLAHASSEE FL 32301

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 _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	CPST	<input type="checkbox"/> DELETE
NAME	LIPPMAN, JAMES M	
STREET ADDRESS	11766 WILSHIRE BLVD., STE. 1270	
CITY-ST-ZIP	LOS ANGELES CA 90025	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	MCKEE, JOHN S	
STREET ADDRESS	11766 WILSHIRE BLVD., STE. 1270	
CITY-ST-ZIP	LOS ANGELES CA 90025	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	HOLMES, KEITH T	
STREET ADDRESS	2121 AVENUE OF THE STARS, 22ND FL.	
CITY-ST-ZIP	LOS ANGELES CA 90067	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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	
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 type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
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	<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 type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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 all other like empowered.

SIGNATURE: _____ DATE: **3/1/99** DAYTIME PHONE #: **310-208-8200**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (1/98)