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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # G49156

1. Corporation Name BARRON, BARRON & ROTH, INC.

Principal Place of Business 3820 STATE STREET C/O MARY YUMIBE SANTA BARBARA CA 93105

Mailing Address 3820 STATE STREET C/O MARY YUMIBE SANTA BARBARA CA 93105

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

2a. Mailing Address 26 Suite, Apt. #, etc 27 City & State 28 Zip Country 29

9. Name and Address of Current Registered Agent

C.T. CORPORATION SYSTEM 1200 S. PINE ISLAND RD. 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 the 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. Thereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and the applicable

(NOTE: Registered Agent must be a natural person.)

Date:

OFFICERS AND DIRECTORS

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Table with 5 columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP, and a DELETED checkbox. Rows include Michael H. Focht, Scott M. Brown, Milton E. McKay, and Richard B. Silver.

Table with 13 columns: 13 TITLE, 13 NAME, 13 STREET ADDRESS, 13 CITY-ST-ZIP, 21 TITLE, 27 NAME, 27 STREET ADDRESS, 27 CITY-ST-ZIP, 31 TITLE, 37 NAME, 37 STREET ADDRESS, 37 CITY-ST-ZIP, 41 TITLE, 47 NAME, 47 STREET ADDRESS, 47 CITY-ST-ZIP, 51 TITLE, 57 NAME, 57 STREET ADDRESS, 57 CITY-ST-ZIP, 61 TITLE, 67 NAME, 67 STREET ADDRESS, 67 CITY-ST-ZIP.

*****150.00 *****150.00

DS Richard B. Silver 3820 State Street Santa Barbara, CA 93105

Handwritten signature of Richard B. Silver

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), 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, with all other like empowered.

SIGNATURE: Richard B. Silver, Secretary 4/7/99 805/563-7075