

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Feb 25 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 # P38101 (2)
 1. Corporation Name
3679 WATERS AVENUE CORPORATION



Principal Place of Business Mailing Address
C/O PMREALTY ADVISORS, INC **800 NEWPORT CTR. DR**
STE 300 **STE 300**
NEWPORT BCH CA 92660 **NEWPORT BCH CA 92660-6315**
US **US**

3. Date Incorporated or Qualified **03/30/1992** 3a. Date of Last Report **03/26/1996**
 4. FEI Number **33-0471578** 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 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip 28 Zip Country 29 Zip Country
 24 25 29 30

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	NEILL, MICHAEL R.	
STREET ADDRESS	800 NEWPORT CENTER DR. STE 300	
CITY-ST-ZIP	NEWPORT BEACH CA	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	MCWALTERS, JAMES G	
STREET ADDRESS	800 NEWPORT CENTER DR. STE 300	
CITY-ST-ZIP	NEWPORT BEACH CA	
TITLE	STDV	<input type="checkbox"/> DELETE
NAME	SULLIVAN, LAWRENCE K.	
STREET ADDRESS	800 NEWPORT CENTER DR. STE 300	
CITY-ST-ZIP	NEWPORT BEACH CA	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	HUBBS, DAVID K	
STREET ADDRESS	800 NEWPORT CENTER DR. STE 300	
CITY-ST-ZIP	NEWPORT BEACH CA 92680	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BOWER, RONALD L	
STREET ADDRESS	800 NEWPORT CENTER DR. STE 300	
CITY-ST-ZIP	NEWPORT BEACH CA 92680	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	SULLIVAN, GLORIA S	
STREET ADDRESS	800 NEWPORT CENTER DR. STE 300	
CITY-ST-ZIP	NEWPORT BEACH CA 92680	

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 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, changed, or on an attachment, with an address.

SIGNATURE: *Michael R. Neill* **Michael R. Neill, January 10, 1997 (714) 7215000**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)