

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
 Aug 19 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P38101 (2)
 1. Corporation Name
3679 WATERS AVENUE CORPORATION



Principal Place of Business C/O PMREALTY ADVISORS, INC STE 300 NEWPORT BCH CA 92660 US	Mailing Address 800 NEWPORT CTR. DR STE 300 NEWPORT BCH CA 92660 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 25	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30
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3. Date Incorporated or Qualified 03/30/1992	4. FEI Number 33-0471578	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent
NATIONSCORP REGISTERED AGENTS, INC.
526 E. PARK AVENUE
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	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 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 92660	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BOWER, RONALD L	
STREET ADDRESS	800 NEWPORT CENTER DR. STE 300	
CITY-ST-ZIP	NEWPORT BEACH CA 92660	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	SULLIVAN, GLORIA S	
STREET ADDRESS	800 NEWPORT CENTER DR. STE 300	
CITY-ST-ZIP	NEWPORT BEACH CA 92660	

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	AS
6.3 STREET ADDRESS	Lerch, Jeffrey W.
6.4 CITY-ST-ZIP	800 Newport Center Dr. Ste 300 Newport Beach CA 92660

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 *Lawrence K. Sullivan* 7/13/98 (949) 721-5000

CR2E034 (5/98)