

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000002455 (2)

1. Corporation Name

MBC OF AMERICA, INC.

Principal Place of Business

**400 OYSTER POINT BLVD.
SUITE 306
SOUTH SAN FRANCISCO CA 94080**

Mailing Address

**400 OYSTER POINT BLVD.
SUITE 306
SOUTH SAN FRANCISCO CA 94080**

2. Principal Place of Business

21 One Maynard Drive

Suite, Apt. #, etc.

22 City & State

23 Park Ridge, NJ

Zip Country

24 07656

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 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

Signature, typed or printed name of registered agent and title (if applicable)

(NOTE: Registered Agent signature required when changing office)

(DATE)

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-STATE-ZIP	DELETE
PD	KENNEDY, SHANNON R	104 STONEHEDGE DR., NORTH	NORTH GREENWICH CT 06831	<input type="checkbox"/>
VTD	HALPER, ARTHUR H	104 BUNNING DR.	VOORHEES NJ 08043	<input type="checkbox"/>
V	GERATY, RONALD	295 OCEAN AVE.	MARBLEHEAD MA 10945	<input type="checkbox"/>
V	ANDERSON, ERIC	30491 VIA LINDOSA	LAGUNA NIGUEL CA 92677	<input type="checkbox"/>
V	CUMMINGS, ANDREW M	91 MONTEBELLO AVE.	DALY CITY CA 94015	<input type="checkbox"/>
V	LAZAROFF, DENNIS J	1428 WOODLAND DR.	ST. LOUIS MO 63117	<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-STATE-ZIP	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-STATE-ZIP	3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-STATE-ZIP	4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-STATE-ZIP	5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-STATE-ZIP	6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-STATE-ZIP
(Please see attached list.)																							

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 or changed on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Andrew M. Cummings

3/11/96

Division of Corporations

CR2E034 (12/95)

19. 182



MBC OF AMERICA, INC.

Officers and Directors serve until their successors are duly elected and qualified.

Directors

Albert S. Waxman
1 Maynard Drive, Park Ridge, NJ 07656

Shannon R. Kennedy
1 Maynard Drive, Park Ridge, NJ 07656

Arthur H. Halper
1 Maynard Drive, Park Ridge, NJ 07656

Ronald D. Geraty
1 Maynard Drive, Park Ridge, NJ 07656

Michael G. Lenahan
1 Maynard Drive, Park Ridge, NJ 07656

Officers

Albert S. Waxman, Chairman
1 Maynard Drive, Park Ridge, NJ 07656

Shannon R. Kennedy, Chief Operating Officer and President
1 Maynard Drive, Park Ridge, NJ 07656

Arthur H. Halper, Chief Financial Officer, Executive Vice President, Finance, and
Treasurer
1 Maynard Drive, Park Ridge, NJ 07656

Ronald D. Geraty, Executive Vice President
1 Maynard Drive, Park Ridge, NJ 07656

Michael G. Lenahan, Executive Vice President, General Counsel, and Secretary
1 Maynard Drive, Park Ridge, NJ 07656

Paul D. Barnes, Senior Vice President of Strategic Operations
102 S. Tejon, Suite 320, Colorado Springs, CO 80903

Dennis J. Lazaroff, Vice President
13736 Riverport Drive, Maryland Heights, MO 63043

Andrew M. Cummings, Senior Vice President of Legal Affairs and Assistant Secretary
1 Maynard Drive, Park Ridge, NJ 07656