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**Apr 09 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # 838458 (8)
1. Corporation Name
MARSHALL AND STEVENS INCORPORATED



Principal Place of Business: 707 WILSHIRE BLVD, 5200, LOS ANGELES CA 90017, US
Mailing Address: 707 WILSHIRE BLVD, 5200, LOS ANGELES CA 90017, US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21	707 Wilshire Bl	26	707 Wilshire Bl	05/19/1977	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22 Suite 5200		27 5200		36-2919252	
City & State		City & State		Applied For	
23 Los Angeles CA		28 Los Angeles CA		Not Applicable	
Zip	Country	Zip	Country	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
24 90017	25 USA	29 90017	30 U.S.A.	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
g. Name and Address of Current Registered Agent				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				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				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				1. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	VTS	<input type="checkbox"/> DELETE	1. TITLE	EVP Director Secretary	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition	CR2E034 (10/97)
NAME	SANTARSIERO, M.W.		2. NAME				
STREET ADDRESS	707 WILSHIRE BLVD 5200		3. STREET ADDRESS				
CITY-ST-ZIP	LOS ANGELES CA		4. CITY-ST-ZIP				
TITLE	VD	<input type="checkbox"/> DELETE	2. TITLE	EVP Director	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	ATKINS, MERLE		2. NAME				
STREET ADDRESS	1700 MARKET STR #1510		2.3 STREET ADDRESS				
CITY-ST-ZIP	PHILADELPHIA PA		2.4 CITY-ST-ZIP				
TITLE	V	<input checked="" type="checkbox"/> DELETE	3.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	VISCONTI, LOU		3.2 NAME				
STREET ADDRESS	200 NO BROADWAY STE 1800		3.3 STREET ADDRESS				
CITY-ST-ZIP	ST LOUIS MO		3.4 CITY-ST-ZIP				
TITLE	PD	<input type="checkbox"/> DELETE	4.1 TITLE	COB Director	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	KERSLAKE, R		4.2 NAME				
STREET ADDRESS	707 WILSHIRE BLVD SUITE 5200		4.3 STREET ADDRESS				
CITY-ST-ZIP	LOS ANGELES CA		4.4 CITY-ST-ZIP				
TITLE	VPD	<input type="checkbox"/> DELETE	5.1 TITLE	EVP Director	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	THOMAS, FRED		5.2 NAME				
STREET ADDRESS	707 WILSHIRE BLVD 5200		5.3 STREET ADDRESS				
CITY-ST-ZIP	LOS ANGELES CA		5.4 CITY-ST-ZIP				
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE	President CEO Director	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition	
NAME			6.2 NAME	David Shade			
STREET ADDRESS			6.3 STREET ADDRESS	707 Wilshire Bl # 5200			
CITY-ST-ZIP			6.4 CITY-ST-ZIP	Los Angeles, CA 90017			

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), 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: *[Signature]* 3/30/98

Officer Information-97

MARSHALL & STEVENS, INC
 LIST OF OFFICERS AND ADDRESSES
 1997

Title	Director	Name	Address
COB	X	Robert Karstake	707 Wilshire Blvd #5200 Los Angeles, CA 90017
CEO President	X	Dave Shade	707 Wilshire Blvd #5200 Los Angeles, CA 90017
Executive Vice President	X	Fred Thomas	707 Wilshire Blvd #5200 Los Angeles, CA 90017
Executive Vice President Secretary	X	Mark Santariero	707 Wilshire Blvd #5200 Los Angeles, CA 90017
Executive Vice President	X	Merle Atkins	1700 Market Street #1510 Philadelphia, PA 19103