

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

FILED  
Apr 15 1998 8:00am  
Secretary of State

|                                                |                                                                                   |                                                                                                    |
|------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1998 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|

DOCUMENT # 839196 (3)  
1. Corporation Name  
TITAN/VALUE EQUITIES GROUP, INC.



|                                                                                        |                                                                            |
|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| Principal Place of Business<br>8001 IRVINE CTR DR.<br>STE 710<br>IRVINE CA 92618<br>US | Mailing Address<br>8001 IRVINE CTR DR.<br>STE 710<br>IRVINE CA 92618<br>US |
|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------|

DO NOT WRITE IN THIS SPACE

|                                |         |                     |         |                                                                                                                                                                 |  |
|--------------------------------|---------|---------------------|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 2. Principal Place of Business |         | 2a. Mailing Address |         | 3. Date Incorporated or Qualified<br>09/28/1977                                                                                                                 |  |
| 21                             |         | 26                  |         | 4. FEI Number<br>95-2847425                                                                                                                                     |  |
| Suite, Apt. #, etc.            |         | Suite, Apt. #, etc. |         | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required                                                                        |  |
| 22                             |         | 27                  |         | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees                                                  |  |
| City & State                   |         | City & State        |         | 8. This corporation owes or has paid the current year Intangible<br>Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No |  |
| 23                             |         | 28                  |         |                                                                                                                                                                 |  |
| Zip                            | Country | Zip                 | Country |                                                                                                                                                                 |  |
| 24                             |         | 29                  |         |                                                                                                                                                                 |  |

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
1201 HAYES ST.  
STE. 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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

| 12. OFFICERS AND DIRECTORS |                                                | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                                  |
|----------------------------|------------------------------------------------|-------------------------------------------------------|----------------------------------------------------------------------------------|
| TITLE                      | D <input checked="" type="checkbox"/> DELETE   | 1.1 TITLE                                             | D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition   |
| NAME                       | <del>MORRISON, FRED L.</del>                   | 1.2 NAME                                              | Dixon, John Lincoln                                                              |
| STREET ADDRESS             | <del>23407 MARKHAM LANE</del>                  | 1.3 STREET ADDRESS                                    | 11043 Thyme Drive                                                                |
| CITY-ST-ZIP                | <del>SALINA CA</del>                           | 1.4 CITY-ST-ZIP                                       | Palm Beach Gardens, FL                                                           |
| TITLE                      | SOV <input type="checkbox"/> DELETE            | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition                |
| NAME                       | PAULSEN, DAROL K                               | 2.2 NAME                                              |                                                                                  |
| STREET ADDRESS             | 6224 E CLIFFWAY DR.                            | 2.3 STREET ADDRESS                                    |                                                                                  |
| CITY-ST-ZIP                | ORANGE CA                                      | 2.4 CITY-ST-ZIP                                       |                                                                                  |
| TITLE                      | <del>SOV</del> <input type="checkbox"/> DELETE | 3.1 TITLE                                             | D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition   |
| NAME                       | KING, FRANK L                                  | 3.2 NAME                                              |                                                                                  |
| STREET ADDRESS             | 11412 GERSHON PLACE                            | 3.3 STREET ADDRESS                                    |                                                                                  |
| CITY-ST-ZIP                | SANTA ANA, CA 00000                            | 3.4 CITY-ST-ZIP                                       |                                                                                  |
| TITLE                      | <del>SOV</del> <input type="checkbox"/> DELETE | 4.1 TITLE                                             | P/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | MCGINNIS, STEVEN K.                            | 4.2 NAME                                              |                                                                                  |
| STREET ADDRESS             | OE NIDDEN                                      | 4.3 STREET ADDRESS                                    |                                                                                  |
| CITY-ST-ZIP                | IRVINE CA                                      | 4.4 CITY-ST-ZIP                                       |                                                                                  |
| TITLE                      | OP <input type="checkbox"/> DELETE             | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition                |
| NAME                       | KING, MICHAEL                                  | 5.2 NAME                                              |                                                                                  |
| STREET ADDRESS             | 8201 VILLAGE GREEN                             | 5.3 STREET ADDRESS                                    |                                                                                  |
| CITY-ST-ZIP                | LOS ANGELES CA                                 | 5.4 CITY-ST-ZIP                                       |                                                                                  |
| TITLE                      | <del>OP</del> <input type="checkbox"/> DELETE  | 6.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition                |
| NAME                       | EDWARDS, DON K.                                | 6.2 NAME                                              |                                                                                  |
| STREET ADDRESS             | 2030 E SANTA CLARA B-4                         | 6.3 STREET ADDRESS                                    |                                                                                  |
| CITY-ST-ZIP                | SANTANA CA                                     | 6.4 CITY-ST-ZIP                                       |                                                                                  |

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 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

CR2E034 (10/97)