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May 09 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **842548** (0)

1. Corporation Name

**NATIONAL EDUCATION CENTERS, INC.**

Principal Place of Business

Mailing Address

**1732 REYNOLDS ST.**  
**IRVINE CA 92714**  
**US**

**18400 VON KARMAN AVENUE, 10TH FLOOR**  
**IRVINE CA 92612-1514**



3. Date Incorporated or Qualified **02/07/1979** 3a. Date of Last Report **03/07/1996**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21 <b>2601 Main Street</b>		26 <b>2601 Main Street</b>		95-2285294		<input type="checkbox"/> Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
22 <b>Suite 700</b>		27 <b>Suite 700</b>		6. Election Campaign Financing		<input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		Trust Fund Contribution		<input type="checkbox"/>	
23 <b>Irvine, CA</b>		28 <b>Irvine, CA</b>		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Zip	Country	Zip	Country				
24 <b>92614</b>	25 <b>USA</b>	29 <b>92614</b>	30 <b>USA</b>				

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	<b>400002186094</b>
84 City	<b>-05/21/97--01010-02455 FL</b>
Zip Code	<b>333165 00</b>

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	AT <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>CLAUSEN, JOHN L</b>	1.2 NAME	
STREET ADDRESS	<b>18400 VON KARMAN AVENUE</b>	1.3 STREET ADDRESS	<b>2601 Main Street, Suite 700</b>
CITY-ST-ZIP	<b>IRVINE CA 92715</b>	1.4 CITY-ST-ZIP	<b>Irvine, CA 92614</b>
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>OGATA, KEITH K</b>	2.2 NAME	
STREET ADDRESS	<b>18400 VON KARMAN AVENUE</b>	2.3 STREET ADDRESS	<b>2601 Main Street, Suite 700</b>
CITY-ST-ZIP	<b>IRVINE CA 92715</b>	2.4 CITY-ST-ZIP	<b>Irvine, CA 92614</b>
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>YAU, SAM</b>	3.2 NAME	
STREET ADDRESS	<b>18400 VON KARMAN AVE.</b>	3.3 STREET ADDRESS	<b>2601 Main Street, Suite 700</b>
CITY-ST-ZIP	<b>IRVINE CA 92715</b>	3.4 CITY-ST-ZIP	<b>Irvine, CA 92614</b>
TITLE	AT <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>JARDON, STEPHEN</b>	4.2 NAME	
STREET ADDRESS	<b>18400 VON KARMAN AVENUE</b>	4.3 STREET ADDRESS	<b>2601 Main Street, Suite 700</b>
CITY-ST-ZIP	<b>IRVINE CA 92715</b>	4.4 CITY-ST-ZIP	<b>Irvine, CA 92614</b>
TITLE	VSD <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MAYNARD, PHILIP C</b>	5.2 NAME	
STREET ADDRESS	<b>18400 VON KARMAN LANE</b>	5.3 STREET ADDRESS	<b>2601 Main Street, Suite 700</b>
CITY-ST-ZIP	<b>IRVINE CA 92715</b>	5.4 CITY-ST-ZIP	<b>Irvine, CA 92614</b>
TITLE	AS <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HOLMEN, ROBERT R</b>	6.2 NAME	
STREET ADDRESS	<b>18400 VON KARMAN AVENUE</b>	6.3 STREET ADDRESS	<b>2601 Main Street, Suite 700</b>
CITY-ST-ZIP	<b>IRVINE CA 92715</b>	6.4 CITY-ST-ZIP	<b>Irvine, CA 92614</b>

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or on an attachment with an address.

SIGNATURE: **John L. Clausen** 4/25/97 (714) 474-9400

CR2E037 (9/96)

**National Education Centers, Inc.**  
(The term of office for all Officers and Directors expires in May 1997)

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>	<b><u>BUSINESS ADDRESS</u></b>
Keith K. Ogata	President, Chief Executive Officer and Treasurer	2601 Main Street, Suite 700 Irvine, CA 92614
Philip C. Maynard	Vice President and Secretary	2601 Main Street, Suite 700 Irvine, CA 92614
Glen Medwid	Assistant Controller	2601 Main Street, Suite 700 Irvine, CA 92614
Stephen Jardon	Assistant Treasurer	2601 Main Street, Suite 700 Irvine, CA 92614
John Clausen	Assistant Treasurer	2601 Main Street, Suite 700 Irvine, CA 92614
Robert R. Holmen	Assistant Secretary	2601 Main Street, Suite 700 Irvine, CA 92614
Lori Berg	Assistant Secretary	2601 Main Street, Suite 700 Irvine, CA 92614
Carol M. Hess	Assistant Secretary	2601 Main Street, Suite 700 Irvine, CA 92614

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**DIRECTORS:**

Sam Yau	Chairman	2601 Main Street, Suite 700 Irvine, CA 92614
Keith K. Ogata		2601 Main Street, Suite 700 Irvine, CA 92614
Philip C. Maynard		2601 Main Street, Suite 700 Irvine, CA 92614