


2005 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Apr 25, 2005 8:00 am
Secretary of State

04-25-2005 90299 041 ***150.00

DOCUMENT # 848651	
1. Entity Name NEC ELECTRONICS AMERICA, INC.	

Principal Place of Business 2880 SCOTT BOULEVARD MAIL STOP: SC800 SANTA CLARA, CA 95050 US	Mailing Address 2880 SCOTT BOULEVARD PO BOX 58062 SANTA CLARA, CA 95052-8062 US
-----------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------

00043303



2. Principal Place of Business	3. Mailing Address
--------------------------------	--------------------

Suite, Apt. #, etc.	Suite, Apt. #, etc.
---------------------	---------------------

04072005 Chg-P CR2E034 (10/03)

City & State	City & State
--------------	--------------

4. FEI Number 94-1644609	Applied For Not Applicable
-----------------------------	-------------------------------

Zip	Country	Zip	Country
-----	---------	-----	---------

5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
-----------------------------------------------------------	--------------------------------

6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324

7. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number is Not Acceptable)
City FL Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE _____	DATE _____
<small>Signature, typed or printed name of registered agent and title if applicable.</small>	<small>(NOTE: Registered Agent signature required when reinstating.)</small>

FILE NOW!!! FEE IS \$150.00
After May 1, 2005 Fee will be \$550.00

9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/>	\$5.00 May Be Added to Fees
----------------------------------------------------------------------------------	-----------------------------

10. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PCEO NAKAJIMA, TOSHIO <input checked="" type="checkbox"/> Delete 2880 SCOTT BOULEVARD SANTA CLARA, CA 950502554
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPRO KIM, GABE <input type="checkbox"/> Delete 7501 FOOTHILLS BLVD. ROSEVILLE, CA 940396565
TITLE NAME STREET ADDRESS CITY-ST-ZIP	C HASHIMOTO, HIROKAZU <input checked="" type="checkbox"/> Delete 2880 SCOTT BLVD. SANTA CLARA, CA 950502554
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D TOSHIKI, INAZUMI <input checked="" type="checkbox"/> Delete 7-1, SHIBA 5-CHOME, MINATO-KU TOKYO, JAPAN, 10801
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP HIROSHI, NAKASHIBA <input type="checkbox"/> Delete 2880 SCOTT BLVD SANTA CLARA, CA 95050
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S HARTT, SUSAN <input checked="" type="checkbox"/> Delete 2880 SCOTT BLVD SANTA CLARA, CA 950502554

11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	President & CEO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Kawakami, Yuichi 2880 Scott Boulevard Santa Clara, CA 95050-2554
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Chairman <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Nakajima, Toshio 1753 Shimonumabe, Kawasaki Nakahara-ku, Kanagawa 211-8666, Japan
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D Inada, Yoshikazu <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 1753 Shimonumabe, Kawasaki Nakahara-ku, Kanagawa 211-8666, Japan
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition SEE ATTACHED LIST OF OFFICERS AND DIRECTORS
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Assistant Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Kyoichi Matarai 2880 Scott Boulevard Santa Clara, CA 95050-2554

12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: David Weigand David Weigand, VP Finance & Legal 408/588-6000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

4/8/05

**NEC ELECTRONICS AMERICA, INC.
CORPORATE DIRECTORS**

<u>NAME</u>	<u>TITLE & ORGANIZATION</u>	<u>LOCATION</u>
HIROKAZU HASHIMOTO	Executive Sr. VP NEC Electronics Corporation	1753 Shimonumabe, Kawasaki Nakahara-ku, Kanagawa 211-8666
TOSHIO NAKAJIMA	Sr. VP, LSI Business Development NEC Electronics Corporation	1753 Shimonumabe, Kawasaki Nakahara-ku, Kanagawa 211-8666
YOSHIKAZU INADA	Senior VP NEC Electronics	1753 Shimonumabe, Kawasaki Nakahara-ku, Kanagawa 211-8666
JUNSHI YAMAGUCHI	Sr. VP, Corp. Strategic Planning Unit NEC Electronics Corporation	1753 Shimonumabe, Kawasaki Nakahara-ku, Kanagawa 211-8666
HIROSHI SATO	VP, Finance Unit NEC Electronics Corporation	1753 Shimonumabe, Kawasaki Nakahara-ku, Kanagawa 211-8666
TETSUO YOSHINO	VP, 1st System Operations Unit NEC Electronics Corporation	1753 Shimonumabe, Kawasaki Nakahara-ku, Kanagawa 211-8666
HIDETO GOTO	Senior VP NEC Electronics Corporation	1753 Shimonumabe, Kawasaki Nakahara-ku, Kanagawa 211-8666
YUICHI KAWAKAMI	President and CEO NEC Electronics America, Inc.	2880 Scott Boulevard Santa Clara, CA 95050
CHI-FOON CHAN	President and COO Synopsys, Inc.	700 East Middlefield Road Mountain View, CA 94043

ATTACHMENT
848651
50043303

NEC ELECTRONICS AMERICA, INC.
CORPORATE OFFICERS

<u>DATE OF OFFICE</u>	<u>NAME & TITLE</u>	<u>ADDRESS</u>
4/1/05	YUICHI KAWAKAMI President and Chief Executive Officer	2880 Scott Boulevard Santa Clara, CA 95050-2554
4/1/04	GABE KIM Vice President & Plant Manager, Roseville Operations	7501 Foothills Boulevard Roseville, CA 94039-6565
7/10/00	HIROSHI NAKASHIBA Vice President of U.S. Technology Center (UTC)	2880 Scott Boulevard Santa Clara, CA 95050-2554
10/11/04	DAVID WEIGAND Vice President, Finance and Legal	2880 Scott Boulevard Santa Clara, CA 95050-2554
1/7/05		
12/27/04	KYOICHI MATARAI Assistant Corporate Secretary	2880 Scott Boulevard Santa Clara, CA 95050-2554

ATTACHMENT
848651
50043303