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FILED
May 19 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F93000002066 (9)

1. Corporation Name
CASTRO CONVERTIBLE CORPORATION



Principal Place of Business

200 NORTH BERRY STREET
BREA CA 92621
US

Mailing Address

200 NORTH BERRY STREET
BREA CA 92621-3903
US

3. Date Incorporated or Qualified

04/30/1993

3a. Date of Last Report

05/30/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

4. FEI Number

33-0560913

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND RD.
PLANTATION FL 33324

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 obligation of, Section 607.0505, Florida Statutes.

SIGNATURE

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

(NOTE: Registered Agent signature required when reinstating)

DATE

4/22/97

12. OFFICERS AND DIRECTORS

TITLE DPS
NAME ANDERSON, STEPHEN D.
STREET ADDRESS 200 NORTH BERRY STREET
CITY-ST-ZIP BREA CA

DELETE

TITLE D
NAME DELITTO, THOMAS M
STREET ADDRESS 900 THIRD AVENUE
CITY-ST-ZIP NEW YORK NY

DELETE

TITLE DVT
NAME SHARPE, ROBERT G
STREET ADDRESS 1731 TECHNOLOGY DRIVE, #690
CITY-ST-ZIP SAN JOSE CA

DELETE

TITLE S, D
NAME LASKER, JUDITH
STREET ADDRESS 200 N BERRY STREET
CITY-ST-ZIP BREA CA

DELETE

TITLE V
NAME FRIEDMAN, HERB
STREET ADDRESS 200 N BERRY ST
CITY-ST-ZIP BREA CA

DELETE

TITLE V
NAME TABAR, KLAUS
STREET ADDRESS 200 N BERRY STREET
CITY-ST-ZIP BREA CA

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE CEO, D
1.2 NAME Philip M. Hawley
1.3 STREET ADDRESS 200 North Berry Street
1.4 CITY-ST-ZIP Brea, CA 92821

Change Addition

2.1 TITLE CFO, D
2.2 NAME Robert A. Burton
2.3 STREET ADDRESS 200 North Berry Street
2.4 CITY-ST-ZIP Brea, CA 92821

Change Addition

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

Change Addition

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

Change Addition

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

Change Addition

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

Change Addition

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

SIGNATURE: Judith O. Lasker, SECRETARY (714) 990-3100

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)