

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

FILED  
Apr 24 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **F94000003291 (1)**

1. Corporation Name  
**FFCA ACQUISITION CORPORATION**

Principal Place of Business  
**17207 N. PERIMETER DRIVE  
SCOTTSDALE AZ 85255**

Mailing Address  
**17207 N. PERIMETER DRIVE  
SCOTTSDALE AZ 85255-5401**



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>06/22/1994</b>	3a. Date of Last Report <b>02/20/1996</b>
21		26		4. FEI Number <b>86-0765661</b>	Applied For <input type="checkbox"/> Not Applicable
22	Suite, Apt. #, etc.	27	Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
23	City & State	28	City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
24	Zip	29	Zip	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
25	Country	30	Country		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
<b>C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324</b>				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				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	PD	<input type="checkbox"/> DELETE		1.1 TITLE	<b>CHAIRMAN, PRESIDENT AND CEO</b>	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	<b>FLEISCHER, MORTON H</b>			1.2 NAME			
STREET ADDRESS	<b>17207 N. PERIMETER DR.</b>			1.3 STREET ADDRESS			
CITY-ST-ZIP	<b>SCOTTSDALE AZ</b>			1.4 CITY-ST-ZIP			
TITLE	CD	<input checked="" type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	<b>HALLIDAY, ROBERT W</b>			2.2 NAME			
STREET ADDRESS	<b>17207 N. PERIMETER DR.</b>			2.3 STREET ADDRESS			
CITY-ST-ZIP	<b>SCOTTSDALE AZ</b>			2.4 CITY-ST-ZIP			
TITLE	SVP	<input checked="" type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	<b>ROACH, ROBIN L</b>			3.2 NAME			
STREET ADDRESS	<b>17207 N. PERIMETER DR.</b>			3.3 STREET ADDRESS			
CITY-ST-ZIP	<b>SCOTTSDALE AZ</b>			3.4 CITY-ST-ZIP			
TITLE	SVPT	<input type="checkbox"/> DELETE		4.1 TITLE	<b>EXECUTIVE VP, CFO, TREASURER AND ASST. SEC.</b>	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	<b>BARRAVECCHIA, JOHN R</b>			4.2 NAME			
STREET ADDRESS	<b>17207 N. PERIMETER DR.</b>			4.3 STREET ADDRESS			
CITY-ST-ZIP	<b>SCOTTSDALE AZ</b>			4.4 CITY-ST-ZIP			
TITLE	SVP	<input type="checkbox"/> DELETE		5.1 TITLE	<b>EXECUTIVE VP, COO, SECRETARY AND ASST. TREASURER</b>	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	<b>VOLK, CHRISTOPHER H</b>			5.2 NAME			
STREET ADDRESS	<b>17207 N. PERIMETER DR.</b>			5.3 STREET ADDRESS			
CITY-ST-ZIP	<b>SCOTTSDALE AZ</b>			5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE	<b>EXECUTIVE VP, GEN. COUNSEL AND ASST. SEC.</b>	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				6.2 NAME	<b>DENNIS F. RUBEN</b>		
STREET ADDRESS				6.3 STREET ADDRESS	<b>17207 N. PERIMETER DR.</b>		
CITY-ST-ZIP				6.4 CITY-ST-ZIP	<b>SCOTTSDALE, AZ 85255</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 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 REQUIRED*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

**JOHN BARRAVECCHIA**

**4/17/97**

**(602) 585-4500**

Date

Daytime Phone #

CR2E034 (9/96)