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PROFIT CORPORATION ANNUAL REPORT

1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F9500001401 (7)

15-PLUS HOLDING COMPANY

FILED May 19 1998 8:00am Secretary of State

Principal Place of Business Mailing Address 865 S. FIGUEROA ST., #3500 865 S. FIGUEROA ST., #3500 LOS ANGELES CA 80017 LOS ANGELES CA 90017 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 03/23/1995 2. Principal Place of Business 2a, Mailing Address 4. FEI Number Applied For 95-4521803 Not Applicable 21 26 Suite, Apt. #, etc. Suite, Apt. #, etc \$8.75 Additional XX. 5. Certificate of Status Desired Fee Required 22 City & State City & State \$5.00 May Be 6. Election Campaign Financing Trust Fund Contribution Added to Fees 23 28 Zip Country Country 8. This corporation owes or has paid the current year Intangible Yes 24 25 29 Personal Property Tax due June 30. 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET 82 Street Address (P.O. Box Number is Not Acceptable) SUITE 105 TALLAHASSEE FL 32301 City 84 85 Zip Code 11. Pursuant to the provisions of Sections 607.0362 and 607.1508, Florida Statules, 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, typed or proded name of register of agent and the diappt cribin (NOTE: Registered Agent signature required when reinstating) ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12. OFFICERS AND DIRECTORS 13. Addition DELETE Change 1.1 TITLE TITLE CLOTFELTER, RICHARD C Zerbst, Robert H. NAME 1.2 NAME 865 S. FIGUEROA STREET, SUITE 3500 1.3 STREET ADDRESS STREET ADDRESS LOS ANGELES CA 90017-2543 CITY-ST-ZIP 1.4 CHY-ST-ZIP Change Addition DELETE TITLE 2.1 TIBLE ZARROW, STANTON H 2.2 NAME NAME 865 S. FIGUEROA ST., #3500 STREET ADDRESS 2.3 STREET ADDRESS LOS ANGELES CA 90017 2.4 City-St-ZiP CITY-ST-ZIP DELETE 3 1 TITLE Change Addition TITLE S/D STARK, TODD E NAME 3.2 NAME Roth, Herbert L. 865 S. FIGUEROA STREET, SUITE 3500 STREET ACIDRESS 3.3 STREET ADDRESS LOS ANGELES CA 90017-2543 CITY-ST-ZIP 3.4. CITY - \$1 - 7IP D/SVP A Change DELETE Addition TITLE 4.1 TITLE TRACY, SCOTT E NAME 4. 2 NAME 865 FIGUEROA STREET, SUITE 3500 4.3 STREET ADDRESS STREET ADDRESS LOS ANGELES CA 90017 4.4 CITY - \$1 - ZIP CITY-ST-ZIP XX DELETE Change Addition 5.1 TITLE TITLE KRAUCH, WILLIAM K NAME 5.2 NAM8 865 S. FIGUEROA ST., #3500 5.3 STREET ADDRESS STREET ADDRESS LOS ANGELES CA 90017 CITY-ST-ZIP 5.4 CITY-ST-ZIP TITLE DELETE 6.1 111LE Change ROMANAK, LAURIE 6.2 NAME NAME 865 FIGUEROA STREET, SUITE 3500 STREET ADDRESS 63 STREET ADDRESS 865 South Figueroa St., Suite 3500 LOS ANGELES CA 90017 6.4 CITY-ST-ZIP

14. Thereby certify that the information supplied with this fitting 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 attractment with an address.

SIGNATURE:

Her also

4/29/98

(213)683-4200