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FILED

May 19 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



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

DOCUMENT # F96000004459 (1)

1. Corporation Name

~~PHOENIX PUBLISHING SYSTEMS, INC.~~  
SB CONTENT SERVICES, INC. (Name change  
amendment 4/3/97)

Principal Place of Business

8 HARRIS CT. BLDG A  
MONTEREY CA 93940

Mailing Address

8 HARRIS CT. BLDG A  
MONTEREY CA 93940-5714

3. Date Incorporated or Qualified

08/29/1996

3a. Date of Last Report

4. FEI Number

APPLIED FOR 04-3240687

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 ROAD  
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 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

TITLE CD  
NAME FISHER, RONALD  
STREET ADDRESS 8 HARRIS CT, BLDG A  
CITY - ST - ZIP MONTEREY CA 93940

DELETE

TITLE CEO  
NAME KALMAN, STEVEN  
STREET ADDRESS 8 HARRIS CT, BLDG A  
CITY - ST - ZIP MONTEREY CA 93940

DELETE

TITLE D  
NAME KALMAN, STEVEN  
STREET ADDRESS 8 HARRIS CT, BLDG A  
CITY - ST - ZIP MONTEREY CA 93940

DELETE

TITLE T  
NAME FISHER, KATHLEEN M  
STREET ADDRESS 8 HARRIS CT, BLDG A  
CITY - ST - ZIP MONTEREY CA 93940

DELETE

TITLE S  
NAME ETtinger, SANFORD  
STREET ADDRESS 1840 41ST AVE #102-295  
CITY - ST - ZIP CAPITOLA CA 95010

DELETE

TITLE D  
NAME KAY, JACK  
STREET ADDRESS 1840 41ST AVE #102-295  
CITY - ST - ZIP CAPITOLA CA 95010

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE DIRECTOR  
1.2 NAME RONALD SCHEIDER  
1.3 STREET ADDRESS 8 HARRIS CT, BLDG A  
1.4 CITY - ST - ZIP MONTEREY, CA 93940

Change Addition

2.1 TITLE D  
2.2 NAME MASAYOSHI SON  
2.3 STREET ADDRESS 24-1 NIHONBASHI - HAKOZAKICHO  
2.4 CITY - ST - ZIP CHOY-KY TOKYO 103 JAPAN

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/25/97 (408) 688 4138

CR2E034 (9/96)