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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # K90618 (5)

1. Corporation Name
NMV-II, INC.



Principal Place of Business 2700 COLORADO AVE 6751 WEST BROWARD BLVD. SANTA MONICA CA 90404 US	Mailing Address 2700 COLORADO AVE 6751 WEST BROWARD BLVD. SANTA MONICA CA 90404-3521 US
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3. Date Incorporated or Qualified 05/22/1989	3a. Date of Last Report 01/29/1996
4. FEI Number 95-4223494	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 3820 State Street Suite, Apt #, etc	2a. Mailing Address 26 c/o Mary H. Yumibe Suite, Apt #, etc.
22 3820 State Street City & State	27 3820 State Street City & State
23 Santa Barbara, CA Zip Country	28 Santa Barbara, CA Zip Country
24 93105 USA	29 93105 USA

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. 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	300002063429--2
84 City	01/21/97 - 01/21/97 ****165.0BL ****165.00

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 _____ DATE _____
Signature, typed or printed name of registered agent and fee, if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	VT	<input type="checkbox"/> DELETE
NAME	ANDERSONS, MARIS	
STREET ADDRESS	2700 COLORADO AVE	
CITY-ST-ZIP	SANTA MONICA CA 90404	
TITLE	P	<input type="checkbox"/> DELETE
NAME	FOCHT, MICHAEL H SR	
STREET ADDRESS	2700 COLORADO AVE.	
CITY-ST-ZIP	SANTA MONICA CA 90404	
TITLE	SDVT	<input type="checkbox"/> DELETE
NAME	BROWN, SCOTT M.	
STREET ADDRESS	2700 COLORADO AVE	
CITY-ST-ZIP	SANTA MONICA CA 90404	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	MCMULLEN, TERENCE P.	
STREET ADDRESS	2700 COLORADO AVE	
CITY-ST-ZIP	SANTA MONICA CA	
TITLE	VAS	<input checked="" type="checkbox"/> DELETE
NAME	MEYERS, JOHN	
STREET ADDRESS	2700 COLORADO AVE	
CITY-ST-ZIP	SANTA MONICA CA	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	LUEBKE, CHRISTINA	
STREET ADDRESS	2700 COLORADO AVE	
CITY-ST-ZIP	SANTA MONICA CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Senior Vice President	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS	3820 State Street	
1.4 CITY-ST-ZIP	Santa Barbara, CA 93105	
2.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS	3820 State Street	
2.4 CITY-ST-ZIP	Santa Barbara, CA 93105	
3.1 TITLE	SDVP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS	3820 State Street	
3.4 CITY-ST-ZIP	Santa Barbara, CA 93105	
4.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS	3820 State Street	
4.4 CITY-ST-ZIP	Santa Barbara, CA 93105	
5.1 TITLE	Asst. Secretary	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	Alan Lundgren	
5.3 STREET ADDRESS	3820 State Street	
5.4 CITY-ST-ZIP	Santa Barbara, CA 93105	
6.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS	5000 Executive Parkway	
6.4 CITY-ST-ZIP	San Ramon, CA 94583	

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: Alan Lundgren **Alan Lundgren, Asst. Sec'y** 1/16/97 **7805/563-7075**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

A. Lundgren
1/21/97