

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|----------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

DOCUMENT # L11402 (9)

1. Corporation Name
P.I.A. PANAMA CITY, INC.

| | |
|------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| Principal Place of Business 3080 WILLIAMS DR. FAIRFAX VA 22031 | Mailing Address 2700 COLORADO AVENUE SANTA MONICA CA 90404-3521 |
|------------------------------------------------------------------------------|-------------------------------------------------------------------------------|



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|---------------------------------------------------------------|--|-----------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 2. Principal Place of Business 21 3820 State Street | | 2a. Mailing Address 26 c/o Mary H. Yumibe | | 3. Date Incorporated or Qualified 08/25/1989 | 3a. Date of Last Report 02/19/1996 |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | | 4. FEI Number 58-1857939 | Applied For <input type="checkbox"/> Not Applicable |
| City & State 22 Santa Barbara, CA | | City & State 27 Santa Barbara, CA | | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| Zip 24 93105 | | Country 25 USA | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | |
| Zip 29 93105 | | Country 30 USA | | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

| | | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------|--|--|--|-------------------------------------------------------|--|
| 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 | | | | 84 City | |
| | | | | 85 Zip Code FL | |

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|---------------------------------------------|--------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------|
| TITLE P | <input type="checkbox"/> DELETE | 1.1 TITLE Director | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME BROWN, SCOTT M | | 1.2 NAME | |
| STREET ADDRESS 2700 COLORADO AVE. | | 1.3 STREET ADDRESS 3820 State Street | |
| CITY-ST-ZIP SANTA MONICA CA 90404 | | 1.4 CITY-ST-ZIP Santa Barbara, CA 93105 | |
| TITLE VAS | <input checked="" type="checkbox"/> DELETE | 2.1 TITLE VP/S | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME LAYNE, DAVID W | | 2.2 NAME Richard B. Silver | |
| STREET ADDRESS 2700 COLORADO AVE | | 2.3 STREET ADDRESS 3820 State Street | |
| CITY-ST-ZIP SANTA MONICA CA 90404 | | 2.4 CITY-ST-ZIP Santa Barbara, CA 93105 | |
| TITLE AT | <input checked="" type="checkbox"/> DELETE | 3.1 TITLE Asst. Secretary | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME HIXON, LAWRENCE G | | 3.2 NAME Alan Lundgren | |
| STREET ADDRESS 2700 COLORADO AVE | | 3.3 STREET ADDRESS 3820 state Street | |
| CITY-ST-ZIP SANTA MONICA CA 90404 | | 3.4 CITY-ST-ZIP Santa Barbara, CA 93105 | |
| TITLE T | <input type="checkbox"/> DELETE | 4.1 TITLE VP/T | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME MCMULLEN, TERENCE P | | 4.2 NAME | |
| STREET ADDRESS 2700 COLORADO AVE | | 4.3 STREET ADDRESS 3820 State Street | |
| CITY-ST-ZIP SANTA MONICA CA 90404 | | 4.4 CITY-ST-ZIP Santa Barbara, CA 93105 | |
| TITLE | <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 6.1 TITLE | |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 6.4 CITY-ST-ZIP | |

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A. Alan
1/24/97

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** 1/24/97 805/563-7075

CR2E034 (9/96)