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

PROFIT CORPORATION ANNUAL REPORT

1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 MAR 28 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # M11878

1. Corporation Name
PHYSICIANS DEVELOPMENT, INC.

Principal Place of Business
3820 State Street
Santa Barbara, CA 93105

Mailing Address
Attn: Mary Yumibe
3820 State Street
Santa Barbara, CA 93105

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
2/27/85

2. Principal Place of Business
21 3820 State
Suite Apt #, etc.
22
City & State
23 Santa Barbara, CA
Zip 24 93105 Country 25 USA

2a. Mailing Address
26 c/o Mary H. Yumibe
Suite Apt #, etc.
27 3820 State Street
City & State
28 Santa Barbara, CA
Zip 29 93105 Country 30 USA

4. FEI Number
94-4068998
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 owes the current year taxing Personal Property Tax [ ] Yes [X] No

9. Name and Address of Current Registered Agent
C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324 USA

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

12. OFFICERS AND DIRECTORS

TITLE	P	[ ] DELETE
NAME	Michael H. Focht, Sr.	
STREET ADDRESS	3820 State Street	
CITY-ST-ZIP	Santa Barbara, CA 93105	
TITLE	DVS	[ ] DELETE
NAME	Richard B. Silver	
STREET ADDRESS	3820 State Street	
CITY-ST-ZIP	Santa Barbara, CA 93105	
TITLE	VT	[ ] DELETE
NAME	Terence P. McMullen	
STREET ADDRESS	3820 State Street	
CITY-ST-ZIP	Santa Barbara, CA 93105	
TITLE	AS	[ ] DELETE
NAME	Caitlin M. Larsen	
STREET ADDRESS	3820 state Street	
CITY-ST-ZIP	Santa Barbara, CA 93105	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	[ ] Change [ ] Add
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	[ ] Change [ ] Add
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	[ ] Change [ ] Add
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	[ ] Change [ ] Add
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	[ ] Change [ ] Add
62 NAME	
63 STREET ADDRESS	
64 CITY-ST-ZIP	

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****150.00 ****150.00

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14. I 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 with all other like empowered.

SIGNATURE: Caitlin Larsen Caitlin M. Larsen, Asst. Sec. 4/22/99 805/563-7075
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR