

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

FILED
Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90171 028 ***150.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # M98981

1. Corporation Name
QUALITY DEVELOPMENT, INC.



Principal Place of Business Mailing Address
C/O TOMEN AMERICA, INC. C/O TOMEN AMERICA, INC.
1285 AVE. OF THE AMERICAS, 36TH FLOOR 1285 AVE. OF THE AMERICAS, 36TH FLOOR
NEW YORK NY 10019 NEW YORK NY 10019

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/12/1988	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 65-0072588	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24 Country		29 Country		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				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				(NOTE: Registered Agent signature required when reinstating)				DATE							
12. OFFICERS AND DIRECTORS								13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12							
TITLE P				<input checked="" type="checkbox"/> DELETE				1.1 TITLE Pres <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition							
NAME TADASHI KOBAYASHI								1.2 NAME McCarthy, James							
STREET ADDRESS 1285 AVE. OF THE AMERICAS								1.3 STREET ADDRESS 1285 Avenue of the Americas, 36th Fl							
CITY-ST-ZIP NEW YORK NY 10019								1.4 CITY-ST-ZIP New York, NY 10019							
TITLE V				<input type="checkbox"/> DELETE				2.1 TITLE VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition							
NAME MCCARTHY, JAMES								2.2 NAME Umeki, Atsuo							
STREET ADDRESS 1285 AVE. OF THE AMERICAS								2.3 STREET ADDRESS 1285 Avenue of the Americas, 36 Fl							
CITY-ST-ZIP NEW YORK NY 10019								2.4 CITY-ST-ZIP New York, NY 10019							
TITLE T				<input type="checkbox"/> DELETE				3.1 TITLE Treas <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition							
NAME HIDEKI MUSHIKA								3.2 NAME Mushika, Hideki							
STREET ADDRESS 1285 AVE. OF THE AMERICAS								3.3 STREET ADDRESS 1285 Avenue of the Americas, 36 Fl							
CITY-ST-ZIP NEW YORK NY 10019								3.4 CITY-ST-ZIP New York, NY 10019							
TITLE S				<input type="checkbox"/> DELETE				4.1 TITLE Sec <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition							
NAME MARAIA, JOHN								4.2 NAME Maraia, John							
STREET ADDRESS 1285 AVE. OF THE AMERICAS								4.3 STREET ADDRESS 1285 Avenue of the Americas, 36 Fl							
CITY-ST-ZIP NEW YORK NY 10019								4.4 CITY-ST-ZIP New York, NY 10019							
TITLE T				<input type="checkbox"/> DELETE				5.1 TITLE Dir <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition							
NAME MUSHIKA, HIDEKI								5.2 NAME (See attached list for Directors)							
STREET ADDRESS 1285 AVE. OF THE AMERICAS, 36TH FLOOR								5.3 STREET ADDRESS							
CITY-ST-ZIP NEW YORK NY 10019								5.4 CITY-ST-ZIP							
TITLE				<input type="checkbox"/> DELETE				6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition							
NAME								6.2 NAME							
STREET ADDRESS								6.3 STREET ADDRESS							
CITY-ST-ZIP								6.4 CITY-ST-ZIP							

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: James McCarthy, President
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/13/99
Date

212 397 5808
Daytime Phone #

CR2E034 (11/98)

M 98981

446915-90171-28

LIST OF DIRECTORS For Florida Subsidiary Companies

Quality Development, Inc.

Director: McCarthy, James
c/o Tomen America, Inc.
1285 Avenue of the Americas, 36 Fl
New York, NY 10019

Director: Oshima, Shuzo
c/o Tomen America, Inc.
1285 Avenue of the Americas, 36 Fl
New York, NY 10019

Director: Maraia, John
c/o Tomen America, Inc.
1285 Avenue of the Americas, 36 Fl
New York, NY 10019