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Apr 30 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 # P02847

(2)

1. Corporation Name

TESTERION, INC.

Principal Place of Business

1220 VILLAGE WAY
SANTA ANA CA 92705

Mailing Address

1220 VILLAGE WAY
SANTA ANA CA 92705-4750

3. Date Incorporated or Qualified

07/26/1984

3a. Date of Last Report

06/07/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

29

30

4. FEI Number

95-3624404

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

MONDOUX, CHRISTOPHER A
5740 S. SEMORAN BLVD
ORLANDO FL 32822

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 NAME STREET ADDRESS CITY-ST-ZIP

D MATSCHOS, HARALD
1220 VILLAGE WAY
SANTA ANA CA

TITLE NAME STREET ADDRESS CITY-ST-ZIP

PD STRAUSS, MANFRED
1220 VILLAGE WAY
SANTA ANA CA

TITLE NAME STREET ADDRESS CITY-ST-ZIP

D MANG, PAUL
1220 VILLAGE WAY
SANTA ANA CA 92705

TITLE NAME STREET ADDRESS CITY-ST-ZIP

S WILTSHIRE, RANDALL
1220 VILLAGE WAY
SANTA ANA CA

TITLE NAME STREET ADDRESS CITY-ST-ZIP

TITLE NAME STREET ADDRESS CITY-ST-ZIP

TITLE NAME STREET ADDRESS CITY-ST-ZIP

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE

12 NAME

13 STREET ADDRESS

14 CITY-ST-ZIP

21 TITLE

22 NAME

23 STREET ADDRESS

24 CITY-ST-ZIP

31 TITLE

32 NAME

33 STREET ADDRESS

34 CITY-ST-ZIP

41 TITLE

42 NAME

43 STREET ADDRESS

44 CITY-ST-ZIP

51 TITLE

52 NAME

53 STREET ADDRESS

54 CITY-ST-ZIP

61 TITLE

62 NAME

63 STREET ADDRESS

64 CITY-ST-ZIP

PRESIDENT / DIRECTOR
HARALD FRANKENBACH
1220 VILLAGE WAY
SANTA ANA, CA 92705

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

CR2E034 (9/96)