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1997 FEB 10 PM 1:23

**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 # P09816 (0)

1. Corporation Name
NME NEW BEGINNINGS - WESTERN, INC.

Principal Place of Business 2700 COLORADO AVE LEGAL DEPT SANTA MONICA CA 90404	Mailing Address 2700 COLORADO AVE LEGAL DEPT SANTA MONICA CA 90404-3521
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3. Date Incorporated or Qualified 04/17/1986	3a. Date of Last Report 01/29/1996
4. FEI Number 52-1286348	<input type="checkbox"/> Applied For <input checked="" 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	2a. Mailing Address
21 3820 State Street Suite, Apt. #, etc.	26 c/o Mary H. Yumibe Suite, Apt. #, etc.
22	27 3820 State Street City & State
23 Santa Barbara, CA Zip	28 Santa Barbara, CA Zip
24 93105 25 USA	29 93105 30 USA

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) 300002082403--0 83 -02/10/97--01027--021 ****165.00 ****165.00 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	P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FOCHT, MICHAEL H SR	1.2 NAME	Timothy L. Pullen
STREET ADDRESS	2700 COLORADO AVE	1.3 STREET ADDRESS	14001 Dallas Parkway
CITY-ST-ZIP	SANTA MONICA CA 90404	1.4 CITY-ST-ZIP	Dallas, TX 75240
TITLE	EVP <input checked="" type="checkbox"/> DELETE	2.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LICO, VINCENT J	2.2 NAME	Alan Lundgren
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	SVPD <input type="checkbox"/> DELETE	3.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROWN, SCOTT M	3.2 NAME	3820 State Street
STREET ADDRESS	2700 COLORADO AVE	3.3 STREET ADDRESS	Santa Barbara, CA 93105
CITY-ST-ZIP	SANTA MONICA CA 90404	3.4 CITY-ST-ZIP	
TITLE	CFO <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MATHIASSEN, RAYMOND L	4.2 NAME	
STREET ADDRESS	2700 COLORADO AVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	SANTA MONICA CA 90404	4.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	5.1 TITLE	VP/S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SILVER, RICHARD B	5.2 NAME	3820 State Street
STREET ADDRESS	2700 COLORADO AVE	5.3 STREET ADDRESS	Santa Barbara, CA 93105
CITY-ST-ZIP	SANTA MONICA CA 90404	5.4 CITY-ST-ZIP	
TITLE	AT <input type="checkbox"/> DELETE	6.1 TITLE	VP/T <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCMULLEN, TERENCE P	6.2 NAME	3820 State Street
STREET ADDRESS	2700 COLORADO AVE	6.3 STREET ADDRESS	Santa Barbara, CA 93105
CITY-ST-ZIP	SANTA MONICA CA 90404	6.4 CITY-ST-ZIP	

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** **1/22/97**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

2/10/97