

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

FILED  
May 12 1998 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P11529 (5)  
1. Corporation Name  
FCG ENTERPRISES, INC.



Principal Place of Business  
111 WEST OCEAN BVD.  
STE. 400  
LONG BEACH CA 90802  
US

Mailing Address  
111 WEST OCEAN BLVD.  
STE. 400  
LONG BEACH CA 90802  
US

DO NOT WRITE IN THIS SPACE

|   |                     |                     |                     |  |  |
|---|---------------------|---------------------|---------------------|--|--|
| 2. Principal Place of Business  |                     | 2a. Mailing Address |                     | 3. Date Incorporated or Qualified<br>09/23/1986  |  |
| 21  | Suite, Apt. #, etc. | 26                  | Suite, Apt. #, etc. | 4. FEI Number<br>95-3539020  | Applied For<br>Not Applicable                      |
| 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<br>Trust Fund Contribution <input type="checkbox"/>   | \$5.00 May Be Added to Fees                        |
| 24  | Country             | 29                  | Country             | 8. This corporation owes or has paid the current year Intangible<br>Personal Property Tax due June 30 <input type="checkbox"/> Yes <input type="checkbox"/> No |  |
| 9. Name and Address of Current Registered Agent<br>CT CORPORATION SYSTEM<br>1200 S. PINE ISLAND ROAD<br>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   |

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   |                                  | DATE   |  |
|---|----------------------------------|--|--|
| Signature: typed or printed name of registered agent and title, if applicable |                                  | (NOTE: Registered Agent signature required when reinstalling)                |  |
| 12. OFFICERS AND DIRECTORS  |                                  |  |  |
| TITLE   | VPD                              | <input type="checkbox"/> DELETE  |  |
| NAME  | MAY, BRIAN G.                    |  |  |
| STREET ADDRESS  | 111 ANZA BLVD., #220             |  |  |
| CITY-ST-ZIP   | BURLINGAME CA                    |  |  |
| TITLE   | VPD                              | <input type="checkbox"/> DELETE  |  |
| NAME  | LOWERY, PATRICIA A.              |  |  |
| STREET ADDRESS  | 111 W OCEAN, #400                |  |  |
| CITY-ST-ZIP   | LONG BEACH CA                    |  |  |
| TITLE   | VP                               | <input type="checkbox"/> DELETE  |  |
| NAME  | REEP, THOMAS                     |  |  |
| STREET ADDRESS  | 111 W OCEAN, #400                |  |  |
| CITY-ST-ZIP   | LONG BEACH CA                    |  |  |
| TITLE   | CD                               | <input type="checkbox"/> DELETE  |  |
| NAME  | REEP, JAMES A.                   |  |  |
| STREET ADDRESS  | 111 W OCEAN BLVD, #400           |  |  |
| CITY-ST-ZIP   | LONG BEACH CA                    |  |  |
| TITLE   | VP                               | <input type="checkbox"/> DELETE  |  |
| NAME  | MUELLER, FRANK                   |  |  |
| STREET ADDRESS  | 545 E JOHN CARPENTER FWY, #1000  |  |  |
| CITY-ST-ZIP   | IRVING TX                        |  |  |
| TITLE   | VP                               | <input type="checkbox"/> DELETE  |  |
| NAME  | HANSON, BRENT                    |  |  |
| STREET ADDRESS  | 6903 ROCKLEDGE DR., SUITE 920    |  |  |
| CITY-ST-ZIP   | BETHESDA MD                      |  |  |
| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                         |                                  |  |  |
| 1.1 TITLE   | VPD                              | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |  |
| 1.2 NAME  | MAY, BRIAN G.                    |  |  |
| 1.3 STREET ADDRESS  | 1099 Harrison St. Ste 1450       |  |  |
| 1.4 CITY-ST-ZIP   | Oakland, CA 94612                |  |  |
| 2.1 TITLE   |                                  | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |  |
| 2.2 NAME  |                                  |  |  |
| 2.3 STREET ADDRESS  |                                  |  |  |
| 2.4 CITY-ST-ZIP   |                                  |  |  |
| 3.1 TITLE   |                                  | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |  |
| 3.2 NAME  |                                  |  |  |
| 3.3 STREET ADDRESS  |                                  |  |  |
| 3.4 CITY-ST-ZIP   |                                  |  |  |
| 4.1 TITLE   |                                  | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |  |
| 4.2 NAME  |                                  |  |  |
| 4.3 STREET ADDRESS  |                                  |  |  |
| 4.4 CITY-ST-ZIP   |                                  |  |  |
| 5.1 TITLE   |                                  | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |  |
| 5.2 NAME  |                                  |  |  |
| 5.3 STREET ADDRESS  |                                  |  |  |
| 5.4 CITY-ST-ZIP   |                                  |  |  |
| 6.1 TITLE   | VP                               | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |  |
| 6.2 NAME  | HANSON, BRENT                    |  |  |
| 6.3 STREET ADDRESS  | 11720 BELTSVILLE DRIVE, STE 1000 |  |  |
| 6.4 CITY-ST-ZIP   | BELTSVILLE, MD 20705             |  |  |

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 for or an addition with an address.

CR2E034 (10/97)

1/28/98 562-624-5200