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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # P15596

1. Corporation Name

P.P.I. MANAGEMENT, INC.

Principal Place of Business

2951-28TH STREET, STE 2040
SANTA MONICA CA 90405-2993

Mailing Address

2951-28TH STREET, STE 2040
SANTA MONICA CA 90405-2993

2. Principal Place of Business

21

Suite, Apt #, etc

22

City & State

23

Zip

Country

24

25

2a. Mailing Address

26

Suite, Apt #, etc

27

City & State

28

Zip

Country

29

30

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above named corporation solemnly states that 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. Thereby 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 firm of agent, as applicable

Typed or printed name of corporation, partnership, or other entity, as applicable

City

12. OFFICERS AND DIRECTORS

TITLE

SDP

[X] DELETE

NAME

STEIN, MITCHELL J.

STREET ADDRESS

2951-28TH STREET

CITY-STATE-ZIP

SANTA MONICA CA

TITLE

V

[] DELETE

NAME

BERGER, SHELDON P.

STREET ADDRESS

10390 SANTA MONICA BLVD 4TH FLOOR

CITY-STATE-ZIP

LOS ANGELES CA 90025

TITLE

VS

[] DELETE

NAME

TURNER, JEFF

STREET ADDRESS

6585 STATE STREET

CITY-STATE-ZIP

SAGINAW MI

TITLE

[] DELETE

NAME

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STREET ADDRESS

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CITY-STATE-ZIP

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STREET ADDRESS

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CITY-STATE-ZIP

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TITLE

[] DELETE

NAME

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STREET ADDRESS

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CITY-STATE-ZIP

[] DELETE

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE

Director Chairman of the Board [X] Change [X] Add

12 NAME

David Roberts

13 STREET ADDRESS

947 Tiverton Avenue

14 CITY-STATE-ZIP

Los Angeles, CA 90024

15 TITLE

Director, President, CFO and [X] Change [X] Add

16 NAME

Sheldon P. Berger

17 STREET ADDRESS

10390 Santa Monica Blvd., 4th Floor

18 CITY-STATE-ZIP

Los Angeles, CA 90025

19 TITLE

Assistant Secretary

20 NAME

Kandis L. Partington

21 STREET ADDRESS

10390 Santa Monica Blvd., 4th Floor

22 CITY-STATE-ZIP

Los Angeles, CA 90025

23 TITLE

Assistant Secretary

24 NAME

Patricia Barnwell

25 STREET ADDRESS

947 Tiverton Avenue

26 CITY-STATE-ZIP

Los Angeles, CA 90024

27 TITLE

[] Change [X] Add

28 NAME

[] Change [X] Add

29 STREET ADDRESS

[] Change [X] Add

30 CITY-STATE-ZIP

[] Change [X] Add

31 TITLE

[] Change [X] Add

32 NAME

[] Change [X] Add

33 STREET ADDRESS

[] Change [X] Add

34 CITY-STATE-ZIP

[] Change [X] Add

35 TITLE

[] Change [X] Add

36 NAME

[] Change [X] Add

37 STREET ADDRESS

[] Change [X] Add

38 CITY-STATE-ZIP

[] Change [X] Add

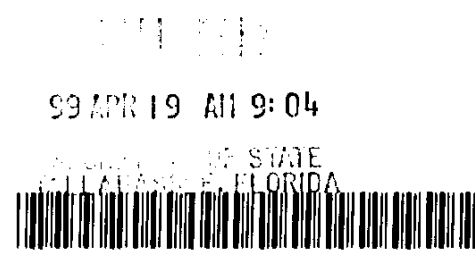
14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(g), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall 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:

Sheldon P. Berger, President

310-277-8300

3/18/99



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

08/14/1987

4. FEE Number

95-4052011

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 Intangible
Personal Property Tax [] Yes [X] No

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

CR2E034 (11/98)