

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

FILED

May 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P26545 (4)
1. Corporation Name
SECURITY FIRST GROUP, INC.

Principal Place of Business
11365 WEST OLYMPIC BLVD.
LOS ANGELES CA 90064

Mailing Address
11365 WEST OLYMPIC BLVD.
LOS ANGELES CA 90064



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/20/1989	
21		26		4. FEI Number 95-3947585	Applied For Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
23		28			
Zip	Country	Zip	Country		
24	25	29	30		

9. Name and Address of Current Registered Agent

BUERKE, HUGH, JR.
200 WEST COLLEGE AVE.
TALLAHASSEE FL 32301

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P MEPHAM, ROBERT G 11365 WEST OLYMPIC BLVD. LOS ANGELES CA	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	S PEARSON, RICHARD C 11365 WEST OLYMPIC BLVD. LOS ANGELES CA	2.1 TITLE	President & General Counsel <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	V KAYTON, HOWARD H 11365 WEST OLYMPIC BLVD. LOS ANGELES CA	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VF EAGLE, JANE F 11365 WEST OLYMPIC BLVD LOS ANGELES CA	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	D HAWKRIGG, MELVIN M 11365 WEST OLYMPIC BLVD LOS ANGELES CA	5.1 TITLE	Chairman <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	David A. Levene
STREET ADDRESS		5.3 STREET ADDRESS	One Madison Avenue
CITY-ST-ZIP		5.4 CITY-ST-ZIP	New York, NY 10010
TITLE	P ARMSTRONG, REGINALD B 11365 WEST OLYMPIC BLVD LOS ANGELES CA	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.

SIGNATURE:

Michael A. Levene

April 24, 1998 310-312-6100

CR2E034 (10/97)