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**Feb 11 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 # P30067 (3)

1. Corporation Name
PRUDENTIAL REFERRAL SERVICES, INC.



Principal Place of Business: **P.O. BOX 5070 COSTA MESA CA 92628**
Mailing Address: **P.O. BOX 5070 COSTA MESA CA 92628-5070**

3. Date Incorporated or Qualified: **07/06/1990**
3a. Date of Last Report: **04/30/1996**
4. FEI Number: **13-3203133**
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

2. Principal Place of Business: **21**
2a. Mailing Address: **26**
Suite, Apt. #, etc.: **22**
City & State: **27**
Zip: **24** Country: **25**
City & State: **29** Zip: **30** Country: **30**

8. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	VPC	<input checked="" type="checkbox"/> DELETE
NAME	BAUER, STEPHEN E	
STREET ADDRESS	3200 PARK CENTER DR	
CITY-ST-ZIP	COSTA MESA CA 92626	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	CHOROMANSKIS, FRANK	
STREET ADDRESS	3200 PARK CENTER DR.	
CITY-ST-ZIP	COSTA MESA CA 92626	
TITLE	VPT	<input type="checkbox"/> DELETE
NAME	COOK, TIM J	
STREET ADDRESS	3200 PARK CENTER DR.	
CITY-ST-ZIP	COSTA MESA CA 90626	
TITLE	ASA	<input type="checkbox"/> DELETE
NAME	MANSUR-BROWN, PATRICIA M	
STREET ADDRESS	3200 PARK CENTER DR.	
CITY-ST-ZIP	COSTA MESA CA 92626	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	DAVIES, DOUGLAS G	
STREET ADDRESS	3200 PARK CENTER DR.	
CITY-ST-ZIP	COSTA MESA CA 92626	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	GANLEY, RICHARD A	
STREET ADDRESS	3200 PARK CENTER DRIVE	
CITY-ST-ZIP	COSTA MESA CA 92626	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	C	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Ozonian, Steven	
1.3 STREET ADDRESS	3200 Park Ctr. Dr. Ste 1500	
1.4 CITY-ST-ZIP	Costa Mesa CA 92626	
2.1 TITLE	VP	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Franzetta, David	
2.3 STREET ADDRESS	3200 Park Ctr Dr. Ste 1500	
2.4 CITY-ST-ZIP	Costa Mesa CA 92626	
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		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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: *P. Mansur Brown* **P. Mansur Brown, Asst. Secretary**
DATE: **2/3/97** DAYTIME PHONE #: **714-966-7900**

CR2E034 (9/96)