FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT 1995

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

APPROVED AND FILED

95 MAY -1 PM 1:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P37096 (5)

1. Corporation Name

PIA MERCHANDISING CO., INC.

Principal Place of Business

19900 MACARTHUR BLVD.
900
IRVINE CA 92715
US

Mailing Address

P.O. BOX 19777
IRVINE CA 92713
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

3. Date Incorporated or Qualified: 01/15/1992

3a. Date of Last Report: 03/29/1994

4. FEI Number: 95-4001109 — 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 has liability for intangible tax under S. 199.032 Florida Statutes. [ ] Yes [X] No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324

10. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

City — FL — 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

12. OFFICERS AND DIRECTORS

TITLE	CEOD
NAME	OWENS, CLINTON E.
STREET ADDRESS	19900 MACARTHUR BLVD., #900
CITY-ST-ZIP	IRVINE CA 92715
TITLE	T
NAME	~~GARBER, PATRICK R~~ NO LONGER AN OFFICER
STREET ADDRESS	~~19900 MACARTHUR BLVD., #900~~
CITY-ST-ZIP	~~IRVINE CA 92715~~
TITLE	SD
NAME	HADEN, PATRICK C
STREET ADDRESS	300 S. GRAND AVE. 29TH FL.
CITY-ST-ZIP	LOS ANGELES CA 90017
TITLE	D
NAME	COLWELL, JOHN A.
STREET ADDRESS	19900 MACARTHUR BLVD., #900
CITY-ST-ZIP	IRVINE CA 92715
TITLE	D
NAME	EPSTEIN, EDWIN E
STREET ADDRESS	19900 MACARTHUR BLVD., #900
CITY-ST-ZIP	IRVINE CA 92715
TITLE	CFO
NAME	POLENTZ, ROBERT E
STREET ADDRESS	19900 MACARTHUR BLVD., #900
CITY-ST-ZIP	IRVINE CA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1 TITLE	PRESIDENT	[ ] Change [X] Addition
1 NAME	THOMAS A. GOSS	
1 STREET ADDRESS	19900 MACARTHUR BLVD., #900	
1 CITY-ST-ZIP	IRVINE, CA 92715	
2 TITLE		[ ] Change [ ] Addition
2 NAME		
2 STREET ADDRESS		
2 CITY-ST-ZIP		
3 TITLE		[ ] Change [ ] Addition
3 NAME		
3 STREET ADDRESS		
3 CITY-ST-ZIP		
4 TITLE		[ ] Change [ ] Addition
4 NAME		
4 STREET ADDRESS		
4 CITY-ST-ZIP		
5 TITLE		[ ] Change [ ] Addition
5 NAME		
5 STREET ADDRESS		
5 CITY-ST-ZIP		
6 TITLE		[ ] Change [ ] Addition
6 NAME		
6 STREET ADDRESS		
6 CITY-ST-ZIP		

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and 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: [signature] 4/17/95

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

0393160 CP