

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

APPROVED
AND
FILED

95 JUN 21 PM 12:13

CORPORATION
ANNUAL REPORT
1995



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

DOCUMENT # **P41093**

1. Corporation Name

QUAIL STREET BUILDERS, INC.

Principal Place of Business
4490 Von Karman Avenue
Newport Beach, CA 92660

Mailing Address
P.O. Box 7520
Newport Beach, CA
92658-7520

600001520106
-06/22/95--01010--026
****225.00 ****225.00

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 4490 Von Karman Avenue Suite, Apt #, etc 22 City & State 23 Newport Beach, California Zip 24 92660		2a. Mailing Address 26 P.O. Box 7520 Suite, Apt #, etc 27 City & State 28 Newport Beach, California Zip 29 92658-7520		3. Date Incorporated or Qualified 10/21/92		3a. Date of Last Report 5/94		4. FEI Number 33-0533117 Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		7. This corporation has liability for intangible tax under S. 199.032 Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		8. \$8.75 Additional Fee Required		9. \$5.00 May Be Added to Fees	

9. 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			
B1 Name				B2 Street Address (P.O. Box Number is Not Acceptable)			
B3				B4 City			
				FL		B5 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 the applicable date. (NOTE: Registered Agent signature required when re-registering.)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	Chairman/CEO/Director	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	William Lyon	1.2 NAME	
STREET ADDRESS	4490 Von Karman Avenue	1.3 STREET ADDRESS	
CITY ST ZIP	Newport Beach, CA 92660	1.4 CITY ST ZIP	
TITLE	Vice Chairman - Finance/Director	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Richard E. Frankel	2.2 NAME	
STREET ADDRESS	4490 Von Karman Avenue	2.3 STREET ADDRESS	
CITY ST ZIP	Newport Beach, CA 92660	2.4 CITY ST ZIP	
TITLE	Senior Vice President	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Richard S. Robinson	3.2 NAME	
STREET ADDRESS	4490 Von Karman Avenue	3.3 STREET ADDRESS	
CITY ST ZIP	Newport Beach, CA 92660	3.4 CITY ST ZIP	
TITLE	Vice President/Secretary/Director	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Douglas F. Bauer	4.2 NAME	
STREET ADDRESS	4490 Von Karman Avenue	4.3 STREET ADDRESS	
CITY ST ZIP	Newport Beach, CA 92660	4.4 CITY ST ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY ST ZIP		5.4 CITY ST ZIP	
TITLE		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 do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(k), 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 and receiver or trustee empowered to execute this report as required by Chapter 007, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed or in an attachment with an address.

SIGNATURE: Richard S. Robinson 6/12/95 (714) 833-3600
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Dollars (None)

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

DOCUMENT #

501609

1. Corporation Name

FAMOUS FACES INC

700001519847
-06/21/95--01100--003
****200.00 ****200.00

Principal Place of Business

5600 FOURTH AVE.
KEY WEST
FL. 33040

Mailing Address

Box 1006
Keywest
Fla. 33040

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

8/24/90

3a. Date of Last Report

2/8/94

4. FEI Number

650456697

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 No

2. Principal Place of Business

21 5600 FOURTH AVE

2a. Mailing Address

26 BOX 1006

22 Suite, Apt. #, etc
KEY WEST

27 Suite, Apt. #, etc
KEY WEST

23 City & State
FL.

28 City & State
FLA.

24 Zip
33040

25 Country
MORROE

29 Zip
33040

30 Country
MORROE

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

MITCHELL DENKER
1109 STUMP LN.
KEY WEST FL.
33040

81 Name

MITCHELL DENKER

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

10231 SE 144 PL

83

84 City SUMMERFIELD

FL

85 Zip Code 34492

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 obligation of, Section 607.0505, Florida Statutes.

SIGNATURE Mitchell Denker MITCHELL DENKER

4/12/95

Signature (Typed or printed name of registered agent and fee if applicable)

(R/S) Registered Agent signature required when registering

DATE

12. OFFICERS AND DIRECTORS

TITLE	PRES.
NAME	WALTER DAVENPORT
STREET ADDRESS	5600 FOURTH AVE
CITY ST ZIP	KEY WEST 33040
TITLE	VP
NAME	MITCHELL DENKER
STREET ADDRESS	10231 SE 144 PL
CITY ST ZIP	SUMMERFIELD FL. 34492
TITLE	DIR
NAME	SCOTT SANDERS
STREET ADDRESS	5600 4th AVE
CITY ST ZIP	KEY WEST FL 33040
TITLE	DIR
NAME	GEORGE SQUIRES
STREET ADDRESS	5600 4th AVE
CITY ST ZIP	KEY WEST FL 33040
TITLE	DIR
NAME	JOHN ROLLI
STREET ADDRESS	5600 4th AVE
CITY ST ZIP	KEY WEST FL 33040
TITLE	DIR
NAME	RALPH GOLDER
STREET ADDRESS	5600 4th AVE
CITY ST ZIP	KEY WEST FL 33040

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	5600 FOURTH AVE
14 CITY ST ZIP	KEY WEST FL. 33040
21 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	10231 SE 144 PL
24 CITY ST ZIP	SUMMERFIELD FL. 34492
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY ST ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY ST ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY ST ZIP	
61 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 CITY ST ZIP	

Signature: [Handwritten Signature]

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Sections 119.07(2)(b), 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. 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 my address.

SIGNATURE: Mitchell Denker MITCHELL DENKER 4/12/95 9043477112

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

DATE

EXPIRES (If any)