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May 01 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 # P95000005242 (9)

1. Corporation Name
PARCEL Z-II, INC.

Principal Place of Business
C/O TOKEN AMERICA, INC.
1285 AVENUE OF THE AMERICAS, 36TH FL.
NEW YORK NY 10019

Mailing Address
C/O TOKEN AMERICA, INC.
1285 AVENUE OF THE AMERICAS, 36TH FL.
NEW YORK NY 10019-8088



3. Date Incorporated or Qualified 01/20/1995 3a. Date of Last Report 05/01/1996

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country 25 26 Mailing Address 27 Suite, Apt. #, etc. 28 City & State 29 Zip 30 Country 31 4. FEI Number APPLIED FOR 13 - 3881524 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

9. Name and Address of Current Registered Agent

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

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	PD	1.1 TITLE	
NAME	SANO, TAKASHI	1.2 NAME	
STREET ADDRESS	1285 AVENUE OF THE AMERICAS, 36TH FL.	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10019	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	VO
NAME	MCCARTHY, JAMES	2.2 NAME	mccarthy, James
STREET ADDRESS	1285 AVENUE OF THE AMERICAS, 36TH FL.	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10019	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	SD
NAME	COHEN, ROBERT	3.2 NAME	Cohen, Robert
STREET ADDRESS	1285 AVENUE OF THE AMERICAS, 36TH FL.	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10019	3.4 CITY-ST-ZIP	
TITLE	T	4.1 TITLE	
NAME	MUSHIKA, HIDEKI	4.2 NAME	
STREET ADDRESS	1285 AVENUE OF THE AMERICAS, 36TH FL.	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10019	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	KAWAMURA, HAJIME	5.2 NAME	
STREET ADDRESS	1285 AVENUE OF THE AMERICAS, 36TH FL.	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10019	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	OSHIMA, SHUZO	6.2 NAME	
STREET ADDRESS	1285 AVENUE OF THE AMERICAS, 36TH FL.	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10019	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: X [Signature] DATE: 4/25/97 DAYTIME PHONE: 212-397-5808

CR2E034 (9/96)