

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

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
May 06, 1999 8:00 am
Secretary of State

05-06-1999 90289 007 ***450.00

DOCUMENT # P95000005242

1. Corporation Name
PARCEL Z-II, INC.



Principal Place of Business: 265 AVENUE OF THE AMERICAS, 36TH FLOOR, C/O TOMEN AMERICA, INC, NEW YORK NY 10019
Mailing Address: 1285 AVENUE OF THE AMERICAS, 36TH FLOOR, C/O TOMEN AMERICA, INC, NEW YORK NY 10019

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/20/1995	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number 13-3887524	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip		Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Country		Country		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> 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			
				85 Zip Code		FL	

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input checked="" type="checkbox"/> DELETE	1.1 TITLE	Pres <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KOBAYASHI, TADASHI	1.2 NAME	McCarthy, James
STREET ADDRESS	1285 AVENUE OF THE AMERICAS, 36TH FLOOR	1.3 STREET ADDRESS	1285 Avenue of the Americas, 36th Fl
CITY-ST-ZIP	NEW YORK NY 10019	1.4 CITY-ST-ZIP	New York, NY 10019
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MCCARTHY, JAMES	2.2 NAME	Umeki, Atsuo
STREET ADDRESS	1285 AVENUE OF THE AMERICAS, 36TH FLOOR	2.3 STREET ADDRESS	1285 Avenue of the Americas, 36 Fl
CITY-ST-ZIP	NEW YORK NY 10019	2.4 CITY-ST-ZIP	New York, NY 10019
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	Treas <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NARAIA, JOHN	3.2 NAME	Mushika, Hideki
STREET ADDRESS	1285 AVENUE OF THE AMERICAS, 36TH FLOOR	3.3 STREET ADDRESS	1285 Avenue of the Americas, 36 Fl
CITY-ST-ZIP	NEW YORK NY 10019	3.4 CITY-ST-ZIP	New York, NY 10019
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	Sec <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	Maraia, John
STREET ADDRESS		4.3 STREET ADDRESS	1285 Avenue of the Americas, 36 Fl
CITY-ST-ZIP		4.4 CITY-ST-ZIP	New York, NY 10019
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	Dir <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	(See attached list for Directors)
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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, with all other like empowered.

SIGNATURE: James McCarthy, President *[Signature]* 4/17/99 212 397 5808
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

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512015-90289-20

LIST OF DIRECTORS
For Florida Subsidiary Companies

Parcel Z-II, Inc.

Director: McCarthy, James
c/o Tomen America, Inc.
1285 Avenue of the Americas, 36 Fl
New York, NY 10019

Director: Oshima, Shuzo
c/o Tomen America, Inc.
1285 Avenue of the Americas, 36 Fl
New York, NY 10019

Director: Maraia, John
c/o Tomen America, Inc.
1285 Avenue of the Americas, 36 Fl
New York, NY 10019