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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 # P95000075035 (2)

1. Corporation Name  
PARCEL MHI, INC.

Principal Place of Business  
C/O TOMEN AMERICA INC.  
1285 AVENUE OF THE AMERICAS  
NEW YORK NY 10019

Mailing Address  
C/O TOMEN AMERICA INC.  
1285 AVENUE OF THE AMERICAS  
NEW YORK NY 10019-8021



3. Date Incorporated or Qualified 09/28/1995 3a. Date of Last Report 05/01/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 13-3887525		Applied For Not Applicable	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22 City & State		27 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23 Zip Country		28 Zip Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			
24 Zip Country		29 Zip Country		30			

9. Name and Address of Current Registered Agent  
CT CORPORATION SYSTEMS  
1200 SOUTH 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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D SANA, TAKASHI	11 TITLE	PO Sano, Takashi
NAME	1285 AVE. OF THE AMERICAS	12 NAME	
STREET ADDRESS	NEW YORK NY 10019	13 STREET ADDRESS	
CITY - ST - ZIP		14 CITY - ST - ZIP	
TITLE	D MACARTHY, JAMES	21 TITLE	VO McCarthy James
NAME	1285 AVE. OF THE AMERICAS	22 NAME	
STREET ADDRESS	NEW YORK NY 10019	23 STREET ADDRESS	
CITY - ST - ZIP		24 CITY - ST - ZIP	
TITLE	D OSHIMA, SHUZO	31 TITLE	
NAME	1285 AVE. OF THE AMERICAS	32 NAME	
STREET ADDRESS	NEW YORK NY 10019	33 STREET ADDRESS	
CITY - ST - ZIP		34 CITY - ST - ZIP	
TITLE	S COHEN, ROBERT	41 TITLE	SO Cohen, Robert
NAME	1285 AVE. OF THE AMERICAS	42 NAME	
STREET ADDRESS	NEW YORK NY 10019	43 STREET ADDRESS	
CITY - ST - ZIP		44 CITY - ST - ZIP	
TITLE	T HIDEKI, MUSHIKA	51 TITLE	
NAME	1285 AVE. OF THE AMERICAS	52 NAME	
STREET ADDRESS	NEW YORK NY 10019	53 STREET ADDRESS	
CITY - ST - ZIP		54 CITY - ST - ZIP	
TITLE		61 TITLE	
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY - ST - ZIP		64 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 as an attachment with an address.

SIGNATURE: X *[Signature]* SIGNATURE REQUIRED

4/25/97 212-777-5808

CR2E034 (9/96)