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Secretary of State

03-06-1999 90115 013 ***150.00

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| PROFIT CORPORATION ANNUAL REPORT 1999 |  | FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS |
|--|---|--|

DOCUMENT # 856940

1. Corporation Name
NUBRO, INC.

| | |
|---|---|
| Principal Place of Business % BRODART CO. 500 ARCH STREET WILLIAMSPORT PA 17701-7809 | Mailing Address % BRODART CO. 500 ARCH STREET WILLIAMSPORT PA 17701-7809 |
|---|---|



DO NOT WRITE IN THIS SPACE

| | |
|--------------------------------------|---------------------------|
| 2. Principal Place of Business 21 | 2a. Mailing Address 26 |
| Suite, Apt. #, etc. 22 | Suite, Apt. #, etc. 27 |
| City & State 23 | City & State 28 |
| Zip 24 | Country 25 |
| Country 25 | Zip 29 |
| Country 25 | Country 30 |

| | |
|--|--|
| 3. Date Incorporated or Qualified 06/29/1983 | |
| 4. FEI Number 23-2248267 | Applied For <input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 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

THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

| | | |
|---|-------|----------|
| 81 Name | | |
| 82 Street Address (P.O. Box Number is Not Acceptable) | | |
| 83 | | |
| 84 City | 85 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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

| | | |
|----------------|-------------------------------|---------------------------------|
| TITLE | P | <input type="checkbox"/> DELETE |
| NAME | LARGEN, JOSEPH D. | |
| STREET ADDRESS | 3213 W. WHEELER ST., APT. 306 | |
| CITY-ST-ZIP | SEATTLE WA | |
| TITLE | VT | <input type="checkbox"/> DELETE |
| NAME | UZUPIS, STEVEN | |
| STREET ADDRESS | R.R. 1, BOX 348B | |
| CITY-ST-ZIP | COGAN STATION PA | |
| TITLE | S | <input type="checkbox"/> DELETE |
| NAME | BRODY, DONALD | |
| STREET ADDRESS | 650 SPRUCE ST. | |
| CITY-ST-ZIP | BERKLEY CA | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | BRODY, ARTHUR D. | |
| STREET ADDRESS | 990 HIGHLAND DR., SUITE 100 | |
| CITY-ST-ZIP | SOLONA BCH. FL | |
| TITLE | V | <input type="checkbox"/> DELETE |
| NAME | BELZER, RICHARD | |
| STREET ADDRESS | 990 HIGHLAND DR., SUITE 100 | |
| CITY-ST-ZIP | SOLONA BCH. CA | |
| TITLE | - See Attached - | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|--------------------|---------------------|--|
| 1.1 TITLE | P | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | Largen, Joseph D | |
| 1.3 STREET ADDRESS | 2000 1ST Ave, #2602 | |
| 1.4 CITY-ST-ZIP | Seattle WA 98199 | |
| 2.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | | |
| 2.3 STREET ADDRESS | | |
| 2.4 CITY-ST-ZIP | | |
| 3.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | | |
| 3.3 STREET ADDRESS | | |
| 3.4 CITY-ST-ZIP | | |
| 4.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | | |
| 4.3 STREET ADDRESS | | |
| 4.4 CITY-ST-ZIP | | |
| 5.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | | |
| 5.3 STREET ADDRESS | | |
| 5.4 CITY-ST-ZIP | | |
| 6.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME | | |
| 6.3 STREET ADDRESS | | |
| 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: Richard L. Dilli Date: 02-15-99 (570) 326-2461

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: Richard L. Dilli Assistant Treasurer

CR2E034 (11/98)

EFFECTIVE 10/96

NUBRO, INC.
OFFICERS

183426-90115-13
85694D

| <u>NAME</u> | <u>TITLE & S.S.#</u> | <u>BUSINESS ADDRESS</u> | <u>RESIDENCE ADDRESS</u> |
|-----------------|---|--|---|
| ARTHUR BRODY | CHAIRMAN OF BOARD 147-05-6318 | 990 HIGHLAND DRIVE SUITE 100 SOLANA BEACH CA 92075-2472 | 6847 LA VALLE PLATEADA P.O. BOX 655 RANCHO SANTA FE, CA 92067 |
| JOSEPH LARGEN | PRESIDENT & CHIEF OPERATING OFFICER 345-32-2240 | 500 ARCH STREET WILLIAMSPORT, PA 17705 | 2000 1ST AVE, #2602 SEATTLE, WA 98199 |
| DONALD BRODY | SECRETARY 141-38-7197 | C/O SUMIKO 2431 FIFTH STREET BERKLEY, CA 94710 | 650 SPRUCE STREET BERKELEY, CA 94707 |
| STEVEN UZUPIS | VICE PRESIDENT TREASURER & CFO 182-46-9921 | 500 ARCH STREET WMSPT, PA 17705 | RR #1 BOX 348B COGAN STATION, PA 17728 |
| RICHARD BELZER | VICE PRESIDENT 334-30-3135 | 990 HIGHLAND DRIVE SUITE 100 SOLANA BEACH CA 92075-2472 | 18683 LANCASHIRE WAY SAN DIEGO, CA 92128 |
| JOSEPH PUGLIESE | VICE PRESIDENT 052-34-0750 | 500 ARCH STREET WMSPT, PA 17705 | 138 S. 5TH STREET LEWISBURG, PA 17837 |
| GEORGE COE | VICE PRESIDENT 141-44-9300 | 500 ARCH STREET WMSPT, PA 17705 | 1254 CRESTFIELD DRIVE WILLIAMSPORT, PA 17701 |
| JOHN WEIR | VICE PRESIDENT 375-54-2284 | 500 ARCH STREET WMSPT, PA 17705 | 330 CHIRLTON POINT MONTOURSVILLE, PA 17754 |
| RICHARD SANDLER | ASS'T. SECRETARY | 65 LIVINGSTON AVENUE ROSELAND, NJ 07068 | 89 OAKRIDGE ROAD VERONA, NJ 07044 |
| RICHARD DILL | ASS'T. TREASURER 211-44-8235 | 500 ARCH STREET WMSPT, PA 17705 | 50 GRAMPAN BLVD. WILLIAMSPORT, PA 17701 |
| RICHARD BLACK | ASS'T. SECRETARY 163-34-3491 | 500 ARCH STREET WMSPT, PA 17705 | 826 CEMETERY STREET WILLIAMSPORT, PA 17701 |
| JAMES GRAHAM | ASS'T. SECRETARY 191-40-6567 | 500 ARCH STREET WMSPT, PA 17705 | 137 LINCOLN AVENUE WILLIAMSPORT, PA 17701 |

183426-90115-13
856940

DIRECTORS

| | | | |
|---------------|-------------|--|---|
| ARTHUR BRODY | 147-05-6318 | 990 HIGHLAND DRIVE SUITE 100 SOLANA BEACH CA 92075-2472 | 6847 LA VALLE PLATEADA RANCHO SANTA FE, CA 92067 |
| JOSEPH LARGEN | 345-32-2240 | 500 ARCH STREET WILLIAMSPORT, PA 17705 | 2000 1ST AVE. #2602 SEATTLE, WA 98199 |
| IRA HECHLER | 129-07-7309 | IRA HECHLER & ASSOC. 45 ROCKEFELLER PLAZA SUITE 1701 NEW YORK, NY 10111 | 18 SNAPDRAGON LANE ROSLYN HEIGHTS, NY 1157 |