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FILED
Apr 27 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # P35378 (9)

1. Corporation Name
PANDA EXPRESS, INC.



Principal Place of Business: **899 EL CENTRO ST SOUTH PASADENA CA 91030 US**

Mailing Address: **899 EL CENTRO ST SOUTH PASADENA CA 2A US**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-24)
 2a. Mailing Address (25-30)

3. Date Incorporated or Qualified: **09/04/1991**

4. FEI Number: **95-4318504**

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 owes or has paid the current year Intangible Personal Property Tax due June 30. 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 (81-85)

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 _____ (NOT: Registered Agent signature required when reinstating) _____ DATE _____


12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	CHERNG, ANDREW	
STREET ADDRESS	2040 ASHBOURNE DRIVE	
CITY-ST-ZIP	S PASADENA CA	
TITLE	VPT	<input type="checkbox"/> DELETE
NAME	CHERNG, PEGGY	
STREET ADDRESS	2040 ASHBOURNE DRIVE	
CITY-ST-ZIP	S PASADENA CA	
TITLE	VPFO	<input checked="" type="checkbox"/> DELETE
NAME	COTTON, STEVEN V	
STREET ADDRESS	635 LOS CERRITOS ROAD	
CITY-ST-ZIP	GLENDORA CA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	CHENG, IRENE	
STREET ADDRESS	813 SUMMIT DRIVE	
CITY-ST-ZIP	S. PASADENA CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	WILKINSON, R. MICHAEL	
STREET ADDRESS	6351 TURNBERRY CIR	
CITY-ST-ZIP	HUNTINGTON BCH CA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	LIU, STANLEY N.	
STREET ADDRESS	1022 S MARENGO AVE #2	
CITY-ST-ZIP	ALHAMBRA CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Chairman	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	President and Treasurer	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	VP, Finance (Controller)	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	John F. Thayer	
3.3 STREET ADDRESS	6208 W. 77th St.	
3.4 CITY-ST-ZIP	Los Angeles, CA, 90045	
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.

SIGNATURE:  **Stanley N. Liu**
 Asst. Secretary
 4/13/98 (61) 709-9098

CR2E034 (10/97)