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May 08 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 # 240012 (5)

1. Corporation Name
MASTER INVESTMENT CORPORATION



Principal Place of Business: 3675 NANCY CREEK RD % JERRY GOLDWASSER ATLANTA GA 30327
Mailing Address: 3675 NANCY CREEK RD % JERRY GOLDWASSER ATLANTA GA 30327-2444

3. Date Incorporated or Qualified: 08/23/1960
3a. Date of Last Report: 04/05/1996
4. FEI Number: 59-0945110
6. 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 [x] No

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

9. Name and Address of Current Registered Agent
HELD, MICHAEL
2400 MAGNOLIA
KEYSTONE POINT
MIAMI FL 33181

10. Name and Address of New Registered Agent
81 Name: HELD, MICHAEL
82 Street Address (P.O. Box Number is Not Acceptable): 2000 ISLAND BLVD # 2304
83
84 City: WILLIAMS ISLAND FL 85 Zip Code: 33160

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: Michael Held (Signature) 1-12-97 (Date)
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	DELETE
NAME	GOLDWASSER, JERRY	
STREET ADDRESS	3675 NANCY CREEK ROAD	
CITY-ST-ZIP	ATLANTA GA	
TITLE	VD	DELETE
NAME	HELD, SIGMUND I	
STREET ADDRESS	744 GREELY DR.	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	SD	DELETE
NAME	HELD, MICHAEL	
STREET ADDRESS	2400 MAGNOLIA	
CITY-ST-ZIP	MIAMI FL 33181	
TITLE	D	DELETE
NAME	GOLDWASSER DAN	
STREET ADDRESS	8 MURRAY HILL ROAD	
CITY-ST-ZIP	SCARSDALE NY	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	[] Change [] Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	[] Change [] Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	[x] Change [] Addition
3.2 NAME	SD HELD, MICHAEL
3.3 STREET ADDRESS	2000 ISLAND BLVD # 2304
3.4 CITY-ST-ZIP	WILLIAMS ISLAND FL 33160
4.1 TITLE	[x] Change [] Addition
4.2 NAME	D GOLDWASSER, DAN
4.3 STREET ADDRESS	350 EAST 57th STREET
4.4 CITY-ST-ZIP	NEW YORK, NY 10022
5.1 TITLE	[] Change [] Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	[] Change [] Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: Jerry Goldwasser (Signature) 4/28/95 (Date) 404 239-9544 (Daytime Phone #)
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)