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May 09 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 # **F94000004320 (7)**  
1. Corporation Name  
**MM PROJECT II CORPORATION**



Principal Place of Business: **% MIDLAND BANK PLC. NEW YORK BRANCH 140 BROADWAY NEW YORK NY 10005-1185**

Mailing Address: **% MIDLAND BANK PLC. NEW YORK BRANCH 140 BROADWAY, ATTN: LEGAL DEPARTMENT NEW YORK NY 10005-1101**

3. Date Incorporated or Qualified: **08/19/1994**      3a. Date of Last Report: **02/12/1996**

4. FEI Number: **13-3676077**      Applied For:  Not Applicable

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 has liability for intangible tax under s. 199.032, Florida Statutes:  Yes  No

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

21 Suite, Apt. #, etc.      26 Suite, Apt. #, etc.

22 City & State      27 City & State

23 Zip      28 Zip      Country      29 Country      30 Country

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM  
1200 S. PINE ISLAND RD.  
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

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	PETERSON, RICHARD A	
STREET ADDRESS	140 BROADWAY	
CITY - ST - ZIP	NEW YORK NY 10005	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	RAIMONDO, DANIEL J	
STREET ADDRESS	140 BROADWAY	
CITY - ST - ZIP	NEW YORK NY 10005	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	CANDIDO, LARRY S	
STREET ADDRESS	140 BROADWAY	
CITY - ST - ZIP	NEW YORK NY 10005	
TITLE	C	<input type="checkbox"/> DELETE
NAME	BURKHARD, LISA	
STREET ADDRESS	140 BROADWAY	
CITY - ST - ZIP	NEW YORK NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DOUNN, LONNIE	
STREET ADDRESS	140 BROADWAY	
CITY - ST - ZIP	NEW YORK NY 10005	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MASEK, GEORGE W	
STREET ADDRESS	140 BROADWAY	
CITY - ST - ZIP	NEW YORK NY 10005	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	SENIOR VICE PRESIDENT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	JEANNETTE N. RIDER	
1.3 STREET ADDRESS	140 BROADWAY	
1.4 CITY - ST - ZIP	NEW YORK, NY 10005	
2.1 TITLE	ASSISTANT SECRETARY	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	JOHN F. ROOT	
2.3 STREET ADDRESS	140 BROADWAY	
2.4 CITY - ST - ZIP	NEW YORK, NY 10005	
3.1 TITLE	VICE PRESIDENT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	GREGORY KINSEY	
3.3 STREET ADDRESS	140 BROADWAY	
3.4 CITY - ST - ZIP	NEW YORK, NY 10005	
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 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 its 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: *LARRY S CANDIDO*      4/29/96      (212) 825-9237

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR      SECRETARY AND DIRECTOR      Daytime Phone #      0004740

CR2E034 (9/96)