

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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Jan 27 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 # F94000005182 (0)

1. Corporation Name
AUTOFLOW, INC.

Principal Place of Business
C/O CS FIRST BOSTON CORP.
55 EAST 52ND STREET
NEW YORK NY 10055

Mailing Address
C/O CS FIRST BOSTON CORP.
5 WORLD TRADE CENTER, 8TH FLOOR
NEW YORK NY 10048-0205

3. Date Incorporated or Qualified 10/05/1994 3a. Date of Last Report 05/20/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 65-0523422		Applied For	
21 c/o Credit Suisse First Boston Corp.		c/o Credit Suisse First Boston Corp.				Not Applicable	
Suite Apt # etc.		Suite, Apt #, etc.					
22 11 Madison Avenue		27 11 MADISON AVE. TAX DEPT.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23 New York, NY		28 New York, NY		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			
Zip		Zip					
24 10010-3629		25 USA		29 10048-0205		30 USA	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				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	CHAR	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	CHAR	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	TERRELL, FREDERICK O.			1.2 NAME	Terrell, Frederick O.		
STREET ADDRESS	55 E. 52ND ST.			1.3 STREET ADDRESS	11 Madison Avenue		
CITY-ST-ZIP	NEW YORK NY 10055			1.4 CITY-ST-ZIP	New York, NY 10010		
TITLE	P	<input checked="" type="checkbox"/> DELETE		2.1 TITLE	P	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	GOLDWASSER, LESLEY D.			2.2 NAME	Zimmerman, Karen		
STREET ADDRESS	55 E. 52ND ST.			2.3 STREET ADDRESS	11 Madison Avenue		
CITY-ST-ZIP	NEW YORK NY 10055			2.4 CITY-ST-ZIP	New York, NY 10010		
TITLE	V	<input checked="" type="checkbox"/> DELETE		3.1 TITLE	V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	YOUSSEF, EMILY A.			3.2 NAME	Youssef, Emily A.		
STREET ADDRESS	55 E. 52ND ST.			3.3 STREET ADDRESS	11 Madison Avenue		
CITY-ST-ZIP	NEW YORK NY 10055			3.4 CITY-ST-ZIP	New York, NY 10010		
TITLE	D	<input checked="" type="checkbox"/> DELETE		4.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	COSTAS, JOHN P.			4.2 NAME	Stone, Andrew D.		
STREET ADDRESS	55 E. 52ND ST.			4.3 STREET ADDRESS	11 Madison Avenue		
CITY-ST-ZIP	NEW YORK NY 10055			4.4 CITY-ST-ZIP	New York, NY 10010		
TITLE	T	<input checked="" type="checkbox"/> DELETE		5.1 TITLE	T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	WIRSHBA, LEWIS			5.2 NAME	Wirshba, Lewis		
STREET ADDRESS	55 E. 52ND ST.			5.3 STREET ADDRESS	11 Madison Avenue		
CITY-ST-ZIP	NEW YORK NY 10055			5.4 CITY-ST-ZIP	New York, NY 10010		
TITLE	D	<input checked="" type="checkbox"/> DELETE		6.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	LOHSEN, KENNETH J.			6.2 NAME	Thomas A. DeGennaro		
STREET ADDRESS	5 WORLD TRADE CENTER			6.3 STREET ADDRESS	5 World Trade Center - 8th Floor		
CITY-ST-ZIP	NEW YORK NY 10048			6.4 CITY-ST-ZIP	New York, NY 10048		

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:

Thomas A. DeGennaro
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Thomas A. DeGennaro 1-10-97

(212) 322-1994

Date Daytime Phone # 0006420

CR2E034 (9/96)