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Apr 17 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000006196 (9)
 1. Corporation Name
OGDEN PROJECTS AMERICAS, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 40 LANE ROAD FAIRFIELD NJ 07007-2615	Mailing Address C/O OGDEN CORPORATION 2 PENN PLAZA NEW YORK NY 10121 US
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3. Date Incorporated or Qualified 12/05/1994	
4. FEI Number 13-3795624	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 or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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

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 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's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	MACKIN, SCOTT G	
STREET ADDRESS	40 LANE ROAD	
CITY-ST-ZIP	FAIRFIELD NJ 07007-2615	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	HOROWITZ, JEFFREY R	
STREET ADDRESS	40 LANE ROAD	
CITY-ST-ZIP	FAIRFIELD NJ 07007-2615	
TITLE	EVT	<input checked="" type="checkbox"/> DELETE
NAME	WHITMAN, WILLIAM E	
STREET ADDRESS	40 LANE ROAD	
CITY-ST-ZIP	FAIRFIELD NJ 07007-2615	
TITLE	CFO	<input type="checkbox"/> DELETE
NAME	WHITMAN, WILLIAM E	
STREET ADDRESS	40 LANE ROAD	
CITY-ST-ZIP	FAIRFIELD NJ 07007-2615	
TITLE	C	<input type="checkbox"/> DELETE
NAME	ABLON, R. RICHARD	
STREET ADDRESS	TWO PENNSYLVANIA PLAZA	
CITY-ST-ZIP	NEW YORK NY 10121	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	CFO/TREASURER WHITMAN, WILLIAM E.
4.3 STREET ADDRESS	40 LANE ROAD
4.4 CITY-ST-ZIP	FAIRFIELD NJ 07007-2615
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	C/DIRECTOR ABLON, R. RICHARD
5.3 STREET ADDRESS	TWO PENNSYLVANIA PLAZA
5.4 CITY-ST-ZIP	NEW YORK NY 10121-0032
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 report 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 _____ **TREASURER**
WILLIAM E. WHITMAN 4/16/98 (212) 868-4331

CFR2034 (10/97)