

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

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**Feb 13 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000004262 (0)
1. Corporation Name
REFG INVESTORS THREE, INC.



Principal Place of Business C/O DLJ INC 277 PARK AVENUE 21ST FLOOR NEW YORK NY 10172 US	Mailing Address C/O DLJ INC 277 PARK AVENUE 21ST FLOOR NEW YORK NY 10172-0003 US
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3. Date Incorporated or Qualified 09/01/1995	3a. Date of Last Report 05/01/1996
4. FEI Number 13-3844068	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DCP	<input checked="" type="checkbox"/> DELETE
NAME	ROITER, JAMES W	
STREET ADDRESS	277 PARK AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	DV	<input checked="" type="checkbox"/> DELETE
NAME	MACKINNON, DONALD J	
STREET ADDRESS	277 PARK AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GARRETT, CHARLES L	
STREET ADDRESS	277 PARK AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	LAROCCA, N. DANTE	
STREET ADDRESS	277 PARK AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	S	<input type="checkbox"/> DELETE
NAME	SIEGLER, THOMAS E	
STREET ADDRESS	277 PARK AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	T	<input type="checkbox"/> DELETE
NAME	COMPETIELLO, MARK A	
STREET ADDRESS	277 PARK AVENUE	
CITY-ST-ZIP	NEW YORK NY	

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	President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	McKinnon, Donald J
2.3 STREET ADDRESS	277 Park Ave
2.4 CITY-ST-ZIP	New York NY
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	Vice President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	La Rocca, N. Dante
4.3 STREET ADDRESS	277 Park Ave
4.4 CITY-ST-ZIP	New York NY
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 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: *Mark A. Competiello* **Mark A. Competiello** 1/24/97 (212)892-4939
Date Daytime Phone #

CR2E034 (9/96)