

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

FILED
Feb 27 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 # F95000004262 (0)
 1. Corporation Name
REFG INVESTORS THREE, INC.



DO NOT WRITE IN THIS SPACE

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 US
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3. Date Incorporated or Qualified 09/01/1995	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 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 21 C/O DLJ, Inc. Suite, Apt. #, etc. 22 277 Park Ave., 35th Fl. City & State 23 New York, NY Zip 24 10172	2a. Mailing Address 26 C/O DLJ, Inc. Suite, Apt. #, etc. 27 277 Park Ave., 35th Fl. City & State 28 New York, NY Zip 29 10172
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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 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code
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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 _____ DATE _____
(Signature, typed or printed name of registered agent and title, if applicable) (NOTE: Registered Agent signature required when reinstating)

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	D/P Donald J. MacKinnon 277 Park Avenue New York, NY 10172	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	D/V Charles L. Garrett 277 Park Avenue New York, NY 10172	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	D/V N. Dante LaRocca 277 Park Avenue New York, NY 10172	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	S Marjorie S. White 277 Park Avenue New York, NY 10172	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	TX/M Mark A. Competiello 277 Park Avenue New York, NY 10172	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I 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 applicable, or on the appointment with an address.

SIGNATURE:  Mark A. Competiello, Tax Manager
 FEB 17 1998 212-892-4939

CR2E034 (10/97)