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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS

FILED Mar 01, 1999 8:00 am Secretary of State

03-01-1999 90091 017 ***150.00

DOCUMENT # F95000004262

1. Corporation Name REFG INVESTORS THREE, INC.



Principal Place of Business C/O DLJ INC 277 PARK AVE. 35TH FL NEW YORK NY 10172 US

Mailing Address C/O DLJ INC 277 PARK AVE. 35TH FL NEW YORK NY 10172 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 09/01/1995
4. FEI Number 13-3844068
5. Certificate of Status Desired
6. Election Campaign Financing
8. This corporation owes the current year Intangible Personal Property Tax.

2. Principal Place of Business
2a. Mailing Address
21 c/o DLJ, Inc. Attn:Corp Tax
22 277 Park Ave.
23 New York, N.Y.
24 10172 25 USA

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
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.

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 DP MACKINNON, DONALD J
NAME MACKINNON, DONALD J
STREET ADDRESS 277 PARK AVENUE
CITY-ST-ZIP NEW YORK NY 10172

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

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 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, with all other like empowered.

SIGNATURE: Mark A. Competiello January 21, 1999 212-892-4939

CR2E034 (11/98)