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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

DOCUMENT # F95000004265 (3)

1. Corporation Name
REFG INVESTOR ONE, 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
NEW YORK NY 10172-0003
US

3. Date Incorporated or Qualified 09/01/1995
3a. Date of Last Report 05/01/1996

21	2. Principal Place of Business Suite, Apt #, etc	26	2a. Mailing Address Suite, Apt #, etc.	4.	FEI Number 13-3810633	Applied For
22	22. City & State	27	27. City & State	5.	Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	23. Zip	28	28. Country	6.	Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	24. Country	29	29. Country	8.	This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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

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	DCP ROITER, JAMES W 277 PARK AVENUE NEW YORK NY <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROITER, JAMES W	1.2 NAME	
STREET ADDRESS	277 PARK AVENUE	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	
TITLE	DC LAROCCA, N. DANTE <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LAROCCA, N. DANTE	2.2 NAME	Vice President
STREET ADDRESS	277 PARK AVENUE	2.3 STREET ADDRESS	LAROCCA, N DANTE
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	277 PARK AVENUE NEW YORK, NY
TITLE	SV MACKINNON, DONALD J <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MACKINNON, DONALD J	3.2 NAME	President
STREET ADDRESS	277 PARK AVENUE	3.3 STREET ADDRESS	MACKINNON, DONALD J
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	277 PARK AVENUE NEW YORK, NY
TITLE	V GARRETT, CHARLES L <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GARRETT, CHARLES L	4.2 NAME	
STREET ADDRESS	277 PARK AVENUE	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	4.4 CITY-ST-ZIP	
TITLE	S SIEGLER, THOMAS E <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SIEGLER, THOMAS E	5.2 NAME	
STREET ADDRESS	277 PARK AVENUE	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	
TITLE	T COMPETIELLO, MARK <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COMPETIELLO, MARK	6.2 NAME	
STREET ADDRESS	277 PARK AVENUE	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	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 1/16/97 (212)892-4939

CR2E034 (9/96)