

**SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)**

PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000004884 (1)
1. Corporation Name
GRAYSON FUNDING LTD., INC.



Principal Place of Business Mailing Address
33 WOOD AVENUE SOUTH ISELIN NJ 08830

3. Date Incorporated or Qualified **10/10/1995** 3a. Date of Last Report **1995**
4. FEI Number **22-3314850** Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes 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. Zip Country 29. Zip Country
24. 25. 29. 30.

9. Name and Address of Current Registered Agent
**MARINO, MICHAEL
7304 SOUTH ARROW POINT TRAIL
JACKSONVILLE FL 32277**

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.)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCD KEMPF, DAVID	11 TITLE	
NAME	56 HOME STREET	12 NAME	
STREET ADDRESS	METUCHEN NJ	13 STREET ADDRESS	
CITY - ST - ZIP		14 CITY - ST - ZIP	
TITLE	V MENONNA JR, NICHOLAS	21 TITLE	
NAME	7000 BOULEVARD EAST	22 NAME	
STREET ADDRESS	GUTTENBERG NJ	23 STREET ADDRESS	
CITY - ST - ZIP		24 CITY - ST - ZIP	
TITLE	ST SERGI, MARTIN	31 TITLE	
NAME	7000 BOULEVARD EAST	32 NAME	
STREET ADDRESS	GUTTENBERG NJ	33 STREET ADDRESS	
CITY - ST - ZIP		34 CITY - ST - ZIP	
TITLE		41 TITLE	
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY - ST - ZIP		44 CITY - ST - ZIP	
TITLE		51 TITLE	
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY - ST - ZIP		54 CITY - ST - ZIP	
TITLE		61 TITLE	
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY - ST - ZIP		64 CITY - ST - ZIP	

Change Addition
600001836196
-07/08/96--01045--025
***225.00

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [Signature]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

6/17/96 9084948243
CS 7/8/96

CR2E034 (3/96)