

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

FILED
Apr 22 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 # F96000005135 (6)
 1. Corporation Name
WATERFORD REALTY HOLDING COMPANY, INC.



Principal Place of Business 23 WALL ST NY NY 10015	Mailing Address 23 WALL ST NY NY 10015
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DO NOT WRITE IN THIS SPACE

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
24. Country	29. Country
25.	30.

3. Date Incorporated or Qualified 10/04/1996	
4. FEI Number 13-3901465	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	

g. 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	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		
TITLE	DP	<input type="checkbox"/> DELETE
NAME	WEIST, DONALD K JR	
STREET ADDRESS	23 WALL ST	
CITY-ST-ZIP	NY NY 10015	
TITLE	DVT	<input type="checkbox"/> DELETE
NAME	BENDIT, KARYN K	
STREET ADDRESS	23 WALL ST	
CITY-ST-ZIP	NY NY 10015	
TITLE	DVS	<input type="checkbox"/> DELETE
NAME	HEISE, TIMOTHY J	
STREET ADDRESS	23 WALL ST	
CITY-ST-ZIP	NY NY 10015	
TITLE	DVS	<input type="checkbox"/> DELETE
NAME	OLSON, JAMES S	
STREET ADDRESS	23 WALL ST	
CITY-ST-ZIP	NY NY 10015	
TITLE	DVS	<input type="checkbox"/> DELETE
NAME	PREIFFER, ANNE S	
STREET ADDRESS	23 WALL ST	
CITY-ST-ZIP	NY NY 10015	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	ASHEIM, ERLING	
STREET ADDRESS	23 WALL ST	
CITY-ST-ZIP	NY NY 10015	

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		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	VASD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	HEISE, TIMOTHY J	
3.3 STREET ADDRESS	23 WALL STREET	
3.4 CITY-ST-ZIP	NEW YORK NY	
4.1 TITLE	VASD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	OLSON, JAMES S	
4.3 STREET ADDRESS	23 WALL ST	
4.4 CITY-ST-ZIP	NY NY	
5.1 TITLE	VASD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	PREIFFER, ANNE S	
5.3 STREET ADDRESS	23 WALL ST	
5.4 CITY-ST-ZIP	NY NY	
6.1 TITLE	VAS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	ASHEIM, ERLING	
6.3 STREET ADDRESS	23 WALL ST	
6.4 CITY-ST-ZIP	NY NY	

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.

SIGNATURE _____ DATE **4/12/98**

CR2E034 (10/97)

DIRECTORS

NAME	ADDRESS
ANNE S. PFEIFFER	23 WALL STREET, NEW YORK, NY 10260-0023
KARYN K. BENDIT	"
TIMOTHY J. HEISE	"
JAMES S. OLSON	"
DONALD K. WIEST, JR.	"

OFFICERS

TITLE	ADDRESS
PRESIDENT	DONALD K. WIEST, JR. 23 WALL STREET, NEW YORK, NY 10260-0023
VICE PRESIDENT AND- TREASURER	KARYN K. BENDIT "
VICE PRESIDENT AND ASSISTANT SECRETARY	ERLING ASHEIM "
VICE PRESIDENT AND ASSISTANT SECRETARY	JERRY W. BAIRD "
VICE PRESIDENT AND ASSISTANT SECRETARY	M. DOUGLAS BISSET "
VICE PRESIDENT AND ASSISTANT SECRETARY	MARK J. BONAPACE "
VICE PRESIDENT AND ASSISTANT SECRETARY	JOSEPH J. BOWAR "
VICE PRESIDENT AND ASSISTANT SECRETARY	AKRAM S. BUSAIDY "
VICE PRESIDENT AND ASSISTANT SECRETARY	LISA M. CZACHOR "
VICE PRESIDENT AND ASSISTANT SECRETARY	DAVID CHEN "
VICE PRESIDENT AND ASSISTANT SECRETARY	WILLIAM N. CINNAMOND, JR. "
VICE PRESIDENT AND ASSISTANT SECRETARY	ANN E. COLE "
VICE PRESIDENT AND ASSISTANT SECRETARY	WAYNE A. COMER "
VICE PRESIDENT AND ASSISTANT SECRETARY	SHERYL M. CROSLAND "
VICE PRESIDENT AND ASSISTANT SECRETARY	ALFRED DORT "

OFFICERS (CONTINUED)

TITLE		ADDRESS
VICE PRESIDENT AND ASSISTANT SECRETARY	KEVIN J. FAXON	23 WALL STREET, NEW YORK, NY 10260-0023
VICE PRESIDENT AND ASSISTANT SECRETARY	RENA FLAUM	"
VICE PRESIDENT AND ASSISTANT SECRETARY	EVAN M. GRAF	"
VICE PRESIDENT AND ASSISTANT SECRETARY	TIMOTHY J. HEISE	"
VICE PRESIDENT AND ASSISTANT SECRETARY	DOUGLAS P. LAWRENCE	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JAMES C. McLOUGHLIN	"
VICE PRESIDENT AND ASSISTANT SECRETARY	DANIEL F. MINKOFF	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JUSTIN M. MURPHY	"
VICE PRESIDENT AND ASSISTANT SECRETARY	H. HERBERT MYERS	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JULIE NEGRON	"
VICE PRESIDENT AND ASSISTANT SECRETARY	GEORGE L. OCHS	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JAMES S. OLSON	"
VICE PRESIDENT AND ASSISTANT SECRETARY	SCOTT G. ONUFREY	"
VICE PRESIDENT AND ASSISTANT SECRETARY	ANNE S. PFEIFFER	"
VICE PRESIDENT AND ASSISTANT SECRETARY	MONA PRESBY	"
VICE PRESIDENT AND ASSISTANT SECRETARY	MATTHEW SCHMELZER	"
VICE PRESIDENT AND ASSISTANT SECRETARY	FREDERICK N. SHEPPARD	"
VICE PRESIDENT AND ASSISTANT SECRETARY	FREDRICK M. STOLERU	"
VICE PRESIDENT AND ASSISTANT SECRETARY	MARGARET VAN WINKLE	"

OFFICERS (CONTINUED)

TITLE		ADDRESS
VICE PRESIDENT AND ASSISTANT SECRETARY	DANIEL VOLPANO	23 WALL STREET, NEW YORK, NY 10260-0023
VICE PRESIDENT AND ASSISTANT SECRETARY	JAMES M. WALSH	"
VICE PRESIDENT AND ASSISTANT SECRETARY	PETER B. WEED	"
SECRETARY AND ASSISTANT TREASURER	ANNE M. MANCUSO	"