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Jan 26 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 # F96000005137 (2)
 1. Corporation Name
BLUE TEE CORP.

Principal Place of Business 250 PARK AVE S., 2ND FLOOR NEW YORK NY 10003	Mailing Address 250 PARK AVE S., 2ND FLOOR NEW YORK NY 10003
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/19/1996	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 13-2925766	Applied For <input type="checkbox"/> Not Applicable
23 Zip	25 Country	29 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent			

CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 NAME STREET ADDRESS CITY-ST-ZIP	CPD SECRIST, RICHARD A 96 PROSPECT HILL AVE SUMMIT NJ <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CEO SECRIST, RICHARD A 96 PROSPECT HILL AVE SUMMIT NJ <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD KELLY, WILLIAM M 349 STERLING RD HARRISON NY 10528 <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D POLLAN, BERT 1000 N. LAKE SHORE DR #2205 CHICAGO IL <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VTS SMITH, GLENN A 1370 JOHNSON DR WATCHUNG NJ 07060 <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VCAS ALLDIAN, DAVID P 94 CEDAR ISLAND DR BRICK NJ 08723 <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

641 POINT AVENUE
 BRICK, NJ 08724

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 zip address.

SIGNATURE: *JERRY D'AURIA* Controller 1/6/98 212 598-0889

CR2E034 (10/97)

THE OFFICERS & DIRECTORS OF BLUE TEE CORP.

AS OF DECEMBER 31, 1997

<u>TITLE</u>	<u>OFFICERS/DIRECTORS NAME:</u>	<u>SOCIAL SECURITY #</u>
<u>CHAIRMAN OF THE BOARD/PRESIDENT CHIEF EXECUTIVE OFFICER/DIRECTOR</u>	<u>MR. RICHARD A. SECRIST</u> 96 PROSPECT HILL AVENUE SUMMIT, N.J. 07901	266-68-6733
<u>EXECUTIVE VICE PRESIDENT/DIRECTOR</u>	<u>MR. WILLIAM M. KELLY</u> 349 STERLING ROAD HARRISON, NEW YORK 10528	073-38-5422
<u>VICE PRESIDENT/TREASURER/SECRETARY</u>	<u>MR. GLENN A. SMITH</u> 1370 JOHNSON DRIVE WATCHUNG, N. J. 07060	171-36-8671
<u>VICE PRESIDENT/CONTROLLER ASSISSTANT SECRETARY</u>	<u>MR. DAVID P. ALLDIAN</u> 641 POINT AVENUE BRICK, N. J. 08724	149-48-3430
<u>VICE PRESIDENT</u>	<u>MR. MICHAEL W. CALVERT</u> 2215 EAST GRAND AVENUE ENGLEWOOD, COLORADO 80110	258-66-4387
<u>VICE PRESIDENT</u>	<u>MR. JEFFREY P. SMITH</u> 52 AVENUE OF THE OAKS BEAUMONT, TEXAS 77703	450-74-9805
<u>ASST. CONTROLLER/ASST. SECRETARY/ ASSISSTANT TREASURER</u>	<u>MR. JERRY D'AURIA</u> 810 STATE HIGHWAY 34 MATAWAN, N.J. 07747	099-44-7106
<u>DIRECTOR</u>	<u>MR. BERT POLLAN</u> 1000 NORTH LAKE SHORE DRIVE, #2205 CHICAGO, ILLINOIS 60611	342-22-2378
<u>DIRECTOR</u>	<u>MR. ROBERT M. SONTHEIMER</u> 56 BEATRICE CIRCLE BELMONT, MA. 02178	055-32-2134
<u>DIRECTOR</u>	<u>MR. CHRISTOPHER GLYNN</u> CLIFFORDSHIRE HOUSE SELSLEY, NR. STROUD, GLOUCESTERSHIRE, GL5 5LB, ENGLAND	NON U.S. CITIZEN
<u>DIRECTOR</u>	<u>MR. VERN G. SEADON</u> 9732 101A STREET EDMONTON, ALBERTA, T5K 2R6, CANADA	NON U.S. CITIZEN
<u>DIRECTOR</u>	<u>MR. L. M. PAUL</u> RT. 5, BOX 162 PINE ISLAND ROAD BEAUMONT, TEXAS 77713	436-40-5395