

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

FILED
Jun 25 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 # F96000005883 (1)
 1. Corporation Name
CPI-COUNTRYSIDE CORPORATION



Principal Place of Business THREE DAG HAMMARSKJOLD PLAZA 305 EAST 47TH ST. NEW YORK NY 10017	Mailing Address THREE DAG HAMMARSKJOLD PLAZA 305 EAST 47TH ST. NEW YORK NY 10017
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 11/12/1996	Applied For <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
4. FEI Number 89-3414562 APPLIED FOR	
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	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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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 607.0507 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 _____ (Name of Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		
TITLE	CEO	<input type="checkbox"/> DELETE
NAME	MAUTNER, HANS C	
STREET ADDRESS	305 EAST 47TH STREET	
CITY-ST-ZIP	NEW YORK NY	
TITLE	T	<input type="checkbox"/> DELETE
NAME	LOWENFISH, ROBERT	
STREET ADDRESS	305 EAST 47TH STREET	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	LYONS, WILLIAM J	
STREET ADDRESS	305 EAST 47TH STREET	
CITY-ST-ZIP	NEW YORK NY	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	FELL, G M	
STREET ADDRESS	305 EAST 47TH STREET	
CITY-ST-ZIP	NEW YORK NY	
TITLE	PCOO	<input type="checkbox"/> DELETE
NAME	TICOTIN, MARK S	
STREET ADDRESS	305 EAST 47TH STREET	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VP G.C.	<input type="checkbox"/> DELETE
NAME	ROLFE, HAROLD E	
STREET ADDRESS	305 EAST 47TH STREET	
CITY-ST-ZIP	NEW YORK NY	

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		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 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.

SIGNATURE *William J. Lyons*

5/8/98

CR2E034 (10/97)