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Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P28188 (1)

1. Corporation Name
200 SOUTH BISCAYNE CORPORATION



Principal Place of Business: 305 EAST 47TH STREET NEW YORK NY 10017
Mailing Address: 305 EAST 47TH STREET NEW YORK NY 10017-2303

3. Date Incorporated or Qualified: 02/20/1990
3a. Date of Last Report: 03/20/1996

2. Principal Place of Business (21-23) and 2a. Mailing Address (26-28) fields. Includes FEI Number 13-3559791, Certificate of Status Desired, Election Campaign Financing, and liability for intangible tax.

9. Name and Address of Current Registered Agent: CT CORPORATION SYSTEM, 1200 S. PINE ISLAND ROAD, PLANTATION FL 33324. 10. Name and Address of New Registered Agent (81-85).

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: Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS (1.1-1.6) and 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 (1.1-1.6). Includes names like MAUTNER, HANS C., MALONEY, J. M., JOHNSON, MICHAEL L., LYONS, WILLIAM J., and SEE ATTACHED LIST.

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: William J. Lyons, Secretary. Includes typed name and title.

CR2E034 (9/96)

Handwritten initials and date: WJL 4/2/97

March 20, 1997

PROPOSED OFFICERS

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Hans C. Mautner	Chairman, President and Chief Executive Officer
G. Martin Fell	Senior Vice President
Michael L. Johnson	Senior Vice President and Chief Financial Officer
J. Michael Maloney	Senior Vice President
Mark S. Ticotin	Senior Vice President
William Bintzer	Vice President
Daniel J. Cohen	Vice President and Controller
Jane Fortenberry	Vice President
David L. Mack	Vice President
William J. Lyons	Vice President, Secretary and Assistant General Counsel
James O'Brien	Vice President
Harold E. Rolfe	Vice President and General Counsel
Robert J. Ross	Vice President
James M. Selonick	Vice President
Bruce S. Tobin	Vice President
Lois Weiss	Vice President and Associate General Counsel
Thomas E. Zacharias	Vice President
Marie-Claire Cunningham	Assistant Vice President
Robert Lowenfish	Treasurer
Jeanne LeMon	Assistant Controller
Patricia Vitelli	Assistant Controller
Barbara Briamonte	Assistant General Counsel and Assistant Secretary
Joseph Greenbaum	Assistant Treasurer
Neuman Wood	Assistant Secretary