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CORPORATION  
ANNUAL REPORT  
1995



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

**FILED**  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 24 PM 1:01

DOCUMENT # **S41725 (0)**

1. Corporation Name  
**SGI HOLDINGS, INC. - BROWN SCHWEITZER HOLDINGS, INC.**

Principal Place of Business	Mailing Address
104 CRANDON BLVD 419 KEY EXECUTIVE BLDG KEY BISCAYNE FL 33149	104 CRANDON BLVD 419 KEY EXECUTIVE BLDG KEY BISCAYNE FL 33149

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified <b>03/29/1991</b>	3a. Date of Last Report <b>04/27/1994</b>
4. FEI Number <b>65-0306620</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
8. This corporation has liability for intangible tax under S. 109.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suits, Apt. #, etc.	26 Suits, Apt. #, etc.
22 City & State	27 City & State
24 Zip	29 Zip
25 Country	30 Country

9. Name and Address of Current Registered Agent

**GALAN, MARIA J.  
C/O HOLDING CAPITAL GROUP  
104 CRANDON BLVD #419  
KEY BISCAYNE FL 33149**

10. Name and Address of New Registered Agent

B1 Name	B2 Street Address (P.O. Box Number is Not Acceptable)	B3	B4 City	B5 Zip Code
			<b>FL</b>	

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 \_\_\_\_\_ (DATE) \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	<b>D</b>
NAME	<b>LEISCHNER, STEVEN</b>
STREET ADDRESS	<b>1979 DOGWOOD DRIVE</b>
CITY ST ZIP	<b>WESTFIELD NJ 07090</b>
TITLE	<b>D</b>
NAME	<b>DONAGHY, JAMES W.</b>
STREET ADDRESS	<b>104 CRANDON BLVD., SUITE 419</b>
CITY ST ZIP	<b>KEY BISCAYNE FL</b>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<b>D</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	<b>BROWN, DOUG</b>
13 STREET ADDRESS	<b>c/o Holding Capital Group, Inc.</b>
14 CITY ST ZIP	<b>685 Fifth Avenue, 14th Floor</b>
	<b>New York, New York 10022-4242</b>
21 TITLE	<b>D</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	<b>SCHWEITZER, CHARLES</b>
23 STREET ADDRESS	<b>c/o Sleepmaster, L.L.C.</b>
24 CITY ST ZIP	<b>2001 Lower Road</b>
	<b>Linden, New Jersey 07036</b>

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 supplementary 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 and authorized 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) **4-20-95**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR \_\_\_\_\_