

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

FILED
May 28 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P38466**
1. Corporation Name
BATES ADVERTISING USA, INC.

Principal Place of Business in FLA. **2100 PINE DE LEON BLVD
CORAL GABLES, FL 33134**
Mailing Address **% CORDANT HOLDINGS, INC.
375 HUDSON ST.
NEW YORK, NY 10014**

2. Principal Place of Business 21 405 LEXINGTON AVE Suite, Apt. #, etc. 22 City & State 23 NEW YORK, NY Zip 24 10174 Country 25 NY	2a. Mailing Address 26 SAME Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30	3. Date Incorporated or Qualified 3a. Date of Last Report 4. Fee Number 13 2993871 Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE, FL 32301	10. Name and Address of New Registered Agent 81 Name N/A 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code
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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	C/D BUNGEY, MICHAEL 405 LEXINGTON AVE NEW YORK, NY 10174 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	D SEELERT, ROBERT 375 HUDSON ST NEW YORK, NY 10014 <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CEO WHITEHEAD, WILLIAM 405 LEXINGTON AVE NEW YORK, NY 10174 <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	V.P./S/D KORWAK, MICHAEL J. 375 HUDSON ST. NEW YORK, NY 10014 <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	V.P./C/O/S/D D'ANGELO, ARTHUR E. 405 LEXINGTON AVE NEW YORK, NY 10174 <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	T DOLAN, BERNARD 405 LEXINGTON AVE NEW YORK, NY 10174 <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	A-T WESTFALL, ROBERT S. 375 HUDSON ST. NEW YORK, NY 10014 <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: **Robert S. Westfall** **5-15-97** **463-4010**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date Daytime Phone #

CR2E034 (9/96)