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

PROFIT CORPORATION ANNUAL REPORT 1997

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

97 JUL 11 PM 2:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOCUMENT # 286888 (3)
1. Corporation Name
CORE MARKETS, INC.

Principal Place of Business Mailing Address
800 SYLVAN AVE 800 SYLVAN AVE
ENGLEWOOD CLIFFS, NJ 07632 ENGLEWOOD CLIFFS NJ 07632

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip 28 Zip
24 Country 29 Country

3. Date Incorporated or Qualified 3a. Date of Last Report
4/02/1964 3/14/1996
4. FEI Number Applied For
59-1090160 Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing \$5.00 May Be Added to Fees
Trust Fund Contribution
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
CT 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 607.0502 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 reconstituting) DATE

12. OFFICERS AND DIRECTORS
TITLE NAME STREET ADDRESS CITY-STATE-ZIP
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9. TITLE NAME STREET ADDRESS CITY-STATE-ZIP
10. TITLE NAME STREET ADDRESS CITY-STATE-ZIP
11. TITLE NAME STREET ADDRESS CITY-STATE-ZIP
12. TITLE NAME STREET ADDRESS CITY-STATE-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-STATE-ZIP
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-STATE-ZIP
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-STATE-ZIP
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-STATE-ZIP
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-STATE-ZIP
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-STATE-ZIP

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. 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: [Signature] SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR 6/30/97 (201) 871-5563

CR2E034 (9/96)

**CORE MARKETS, INC.
OFFICERS AND DIRECTORS LIST**

<u>NAME:</u>	<u>TITLE</u>	<u>ADDRESS:</u>
* Robert M. Phillips	Chairman	33 Benedict Place Greenwich, CT 06830
* Mark Landry	President, Treasurer	33 Benedict Place Greenwich, CT 06830
* Melvin H. Kurtz	Vice President Secretary	33 Benedict Place Greenwich, CT 06830
Kenneth C. Leonard	Asst. Secretary	33 Benedict Place Greenwich, CT 06830
John Krantz	Asst. Treasurer - Tax	800 Sylvan Avenue Englewood Cliffs, NJ 07632
* Designates Director		

**Coopers
& Lybrand**

Coopers & Lybrand L.L.P.

a professional services firm

Thomas J. Lipton Building
800 Sylvan Avenue
Englewood Cliffs, N.J. 07632

facsimile (201) 871-8241

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July 7, 1997

Annual Report Filing
Division of Corporation
P.O. Box 6327
Tallahassee, FL. 32399

Re: Conopco, Inc.	FEIN: 13-1840427
BBJ Products, Inc.	FEIN: 59 -2025292
Core Markets, Inc.	FEIN: 59 -1090160
Emerald Manufacturing Company	FEIN: 59 -2025294
Spectrum Land Company	FEIN: 59 -2481792
Profit Corporation Annual Reports - 1997	

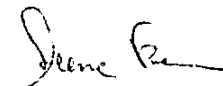
Dear Sir or Madam:

Enclosed, please find a completed and signed 1997 - Profit Corporation Annual Report and a check in the amount of \$165.00 for each of the above mentioned companies.

Since taxpayer did not receive a pre-printed forms before the due date of May 1, 1997, but received this form per telephone request, we were advised by your Department, that due to this oversight, the regular fee of \$165.00 would be accepted.

Should you have any question regarding the above and or attached, please contact me at (201)-871-5563.

Very Truly Yours,



Irene Fram

Encl.