

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION  
ANNUAL REPORT  
1996

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

DOCUMENT # 835677 (6)  
1. Corporation Name

WOOD, STRUTHERS & WINTHROP MANAGEMENT CORP.

Principal Place of Business Mailing Address  
c/o DLJ, Inc. c/o DLJ, Inc.  
277 Park Avenue, 21st Fl. 277 Park Avenue, 21st Fl.  
New York, NY 10172 New York, NY 10172  
Attn: Corp. Tax Dept. Attn: Corp. Tax Dept.

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 3/29/74	3a. Date of Last Report 4/28/95
4. FEI Number 13-2774791	Applied For <input type="checkbox"/> 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 checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	30
---	--	----

9. Name and Address of Current Registered Agent

CT Corporation  
1200 South Pine Island Road  
Plantation, FL 33324

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	

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

TITLE NAME STREET ADDRESS CITY - ST - ZIP	DC Menges, Carl B. 277 Park Avenue New York, NY 10172
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DP Cochran V. Moffet, G. 277 Park Avenue New York, NY 10172
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DV Waltman, Guy S. 277 Park Avenue New York, NY 10172
TITLE NAME STREET ADDRESS CITY - ST - ZIP	S Siegler, Thomas E. 277 Park Avenue New York, NY 10172
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DT Jaffe, Martin 277 Park Avenue New York, NY 10172
TITLE NAME STREET ADDRESS CITY - ST - ZIP	Tax Manager Competiello, Mark A. 277 Park Avenue New York, NY 10172

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY - ST - ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY - ST - ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY - ST - ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY - ST - ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY - ST - ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 CITY - ST - ZIP	

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 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/29/96

(212) 892-4939

Date

Daytime Phone #