

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

FILED  
Mar 20 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **835677** (6)  
1. Corporation Name  
**WOOD, STRUTHERS & WINTHROP MANAGEMENT CORP.**



Principal Place of Business <b>C/O DLJ, INC 277 PARK AVE., 21ST FLOOR NEW YORK NY 10172</b>	Mailing Address <b>C/O DLJ, INC 277 PARK AVE., 21ST FLOOR NEW YORK NY 10172</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 <b>C/O DLJ, Inc.</b> Suite, Apt. #, etc. 22 <b>277 Park Ave., 35<sup>th</sup> Fl.</b> City & State 23 Zip 24		2a. Mailing Address 26 <b>C/O DLJ, Inc.</b> Suite, Apt. #, etc. 27 <b>277 Park Ave., 35<sup>th</sup> Fl.</b> City & State 28 Zip 29		3. Date Incorporated or Qualified <b>12/31/1975</b>	
		4. FEI Number <b>13-2774791</b>		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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324</b>				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

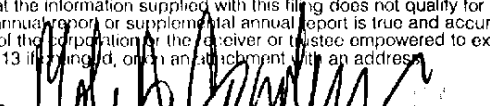
Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reappointing)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	DC	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	MENGES, CARL B.			1.2 NAME			
STREET ADDRESS	277 PARK AVE.			1.3 STREET ADDRESS			
CITY-ST-ZIP	NEW YORK NY 10172			1.4 CITY-ST-ZIP			
TITLE	DP	<input type="checkbox"/> DELETE		2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	COCHRAN, MOFFET G.			2.2 NAME	G. Moffett Cochran V		
STREET ADDRESS	277 PARK AVE.			2.3 STREET ADDRESS	277 Park Avenue		
CITY-ST-ZIP	NEW YORK NY 10172			2.4 CITY-ST-ZIP	New York, NY 10172		
TITLE	DV	<input type="checkbox"/> DELETE		3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	WALTMAN, GUY S.			3.2 NAME	Guy S. Waltman		
STREET ADDRESS	277 PARK AVE.			3.3 STREET ADDRESS	277 Park Avenue		
CITY-ST-ZIP	NEW YORK NY 10172			3.4 CITY-ST-ZIP	New York, NY 10172		
TITLE	S	<input checked="" type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME	SIEGLER, THOMAS E.			4.2 NAME	Marjorie S. White		
STREET ADDRESS	277 PARK AVE.			4.3 STREET ADDRESS	277 Park Avenue		
CITY-ST-ZIP	NEW YORK NY 10172			4.4 CITY-ST-ZIP	New York, NY 10172		
TITLE	DT	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	JAFFE, MARTIN			5.2 NAME			
STREET ADDRESS	277 PARK AVE.			5.3 STREET ADDRESS			
CITY-ST-ZIP	NEW YORK NY 10172			5.4 CITY-ST-ZIP			
TITLE	TXM	<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	COMPETIELLO, MARK A.			6.2 NAME			
STREET ADDRESS	277 PARK AVE.			6.3 STREET ADDRESS			
CITY-ST-ZIP	NEW YORK NY 10172			6.4 CITY-ST-ZIP			

14. I 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 being added, on an attachment with an address.

SIGNATURE:  Mark A. Competello FEB 17 1998

CR2E034 (10/97)