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PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
Mar 01, 1999 8:00 am
Secretary of State

03-01-1999 90091 019 ***150.00

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1. Corporation Name

WOOD, STRUTHERS & WINTHROP MANAGEMENT CORP.

Principal Place of Business

C/O DLJ, INC
277 PARK AVE. 35TH FLOOR
NEW YORK NY 10172
US

Mailing Address

C/O DLJ, INC
277 PARK AVENUE. 35TH FLOOR
NEW YORK NY 10172
US

2. Principal Place of Business

2a. Mailing Address

21 c/o DLJ, Inc. Attn:Corp.Tax

26 c/o DLJ, Inc. Attn:Corp Tax

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 277 Park Ave.

27 277 Park Ave.

City & State

City & State

23 New York, N.Y.

28 New York, N.Y.

Zip

Country

Zip

Country

24 10172

25 USA

29 10172

30 USA

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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 reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DP ☐ DELETE
NAME COCHRAN, G. MOFFET V
STREET ADDRESS 277 PARK AVE.
CITY-ST-ZIP NEW YORK NY 10172

1.1 TITLE ☐ Change ☐ Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE C ☐ DELETE
NAME WALTMAN, GUY S.
STREET ADDRESS 277 PARK AVE.
CITY-ST-ZIP NEW YORK NY 10172

2.1 TITLE ☐ Change ☐ Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE S ☐ DELETE
NAME WHITE, MARJORIE S.
STREET ADDRESS 277 PARK AVE.
CITY-ST-ZIP NEW YORK NY 10172

3.1 TITLE ☐ Change ☐ Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE DT ☐ DELETE
NAME JAFFE, MARTIN
STREET ADDRESS 277 PARK AVE.
CITY-ST-ZIP NEW YORK NY 10172

4.1 TITLE ☐ Change ☐ Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE TX/M ☐ DELETE
NAME COMPETIELLO, MARK A.
STREET ADDRESS 277 PARK AVE.
CITY-ST-ZIP NEW YORK NY 10172

5.1 TITLE ☐ Change ☐ Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE ☐ DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE ☐ Change ☐ Addition
6.2 NAME
6.3 STREET ADDRESS
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 changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Mark A. Competiello

Tax Manager January 21, 1999

212-892-4939

Date

Daytime Phone #

CR2E034 (11/98)