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FILED
Feb 25 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # 855100 (4)

1. Corporation Name
CHAUCER LEASING CORP.



Principal Place of Business Mailing Address
C/O NEWKIRK LIMITED PARTNERSHIP C/O NEWKIRK LIMITED PARTNERSHIP
500 W. PUTNAM AVE. 500 W. PUTNAM AVE.
GREENWICH CT 06830 GREENWICH CT 06830-8086

3. Date Incorporated or Qualified 12/27/1982 3a. Date of Last Report 07/22/1996

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

4. FEI Number 13-3141263 Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

UNITED STATES CORPORATION COMPANY
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE PST 11 TITLE PSTD
NAME CHAZANOFF, JAY 12 NAME PSTD
STREET ADDRESS 500 W. PUTNAM AVE. 13 STREET ADDRESS
CITY-ST-ZIP GREENWICH CT 06830 14 CITY-ST-ZIP
TITLE AS 21 TITLE ASD
NAME PLAUMANN, MARK 22 NAME ASD
STREET ADDRESS 411 WEST PUTNAM AVE. 23 STREET ADDRESS
CITY-ST-ZIP GREENWICH CT 06830 24 CITY-ST-ZIP
TITLE D 31 TITLE
NAME ZISES, JAY 32 NAME
STREET ADDRESS 500 WEST PUTNAM AVE. 33 STREET ADDRESS
CITY-ST-ZIP GREENWICH CT 06830 34 CITY-ST-ZIP
TITLE D 41 TITLE
NAME JACOBS, JOE 42 NAME
STREET ADDRESS 411 WEST PUTNAM AVE. 43 STREET ADDRESS
CITY-ST-ZIP GREENWICH CT 06830 44 CITY-ST-ZIP
TITLE 51 TITLE D
NAME 52 NAME Richard Ader
STREET ADDRESS 500 W. Putnam Ave.
CITY-ST-ZIP Greenwich, CT 06830
TITLE 61 TITLE
NAME 62 NAME
STREET ADDRESS 63 STREET ADDRESS
CITY-ST-ZIP 64 CITY-ST-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; 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 in an attachment with an address.

SIGNATURE: Jay Chazanoff, President 2/7/97 203-629-3600

CR2E034 (9/96)