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Feb 19 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 # F92000000552 (1)

1. Corporation Name
ULTIMAR THREE DEVELOPMENT CORPORATION

Principal Place of Business
600 GRANT STREET, ROOM 1536
PITTSBURGH PA 15219-4776

Mailing Address
600 GRANT STREET, ROOM 1536
PITTSBURGH PA 15219-2703



3. Date Incorporated or Qualified 12/08/1992
3a. Date of Last Report 04/02/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 52-1801964		Applied For	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.				Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired		8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution		5.00 May Be Added to Fees	
24 Country		29 Country		30		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				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	PD	DELETE		1.1 TITLE	Change Addition		
NAME	FERRARA, A. E. J			1.2 NAME			
STREET ADDRESS	600 GRANT STREET			1.3 STREET ADDRESS			
CITY - ST - ZIP	PITTSBURGH PA			1.4 CITY - ST - ZIP			
TITLE	VPD	DELETE		2.1 TITLE	Change Addition		
NAME	HOWARD, THOMAS G.			2.2 NAME			
STREET ADDRESS	6200 E. J. OLIVER BLVD.			2.3 STREET ADDRESS			
CITY - ST - ZIP	FAIRFIELD AL			2.4 CITY - ST - ZIP			
TITLE	SD	DELETE		3.1 TITLE	Change Addition		
NAME	STANTON, R.M.			3.2 NAME			
STREET ADDRESS	600 GRANT STREET			3.3 STREET ADDRESS			
CITY - ST - ZIP	PITTSBURGH PA			3.4 CITY - ST - ZIP			
TITLE	TD	DELETE		4.1 TITLE	Change Addition		
NAME	STRUEBING, STEPHEN K.			4.2 NAME			
STREET ADDRESS	600 GRANT STREET			4.3 STREET ADDRESS			
CITY - ST - ZIP	PITTSBURGH PA			4.4 CITY - ST - ZIP			
TITLE	DC	DELETE		5.1 TITLE	Change Addition		
NAME	PIFFNER, H J			5.2 NAME			
STREET ADDRESS	600 GRANT STREET			5.3 STREET ADDRESS			
CITY - ST - ZIP	PITTSBURGH PA			5.4 CITY - ST - ZIP			
TITLE	AS	DELETE		6.1 TITLE	Change Addition		
NAME	MALLICK, CRAIG D.			6.2 NAME			
STREET ADDRESS	600 GRANT STREET			6.3 STREET ADDRESS			
CITY - ST - ZIP	PITTSBURGH PA			6.4 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 on an attachment with an address.

SIGNATURE: Craig D. Mallick Craig D. Mallick 2/13/97 412/433-2882
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)