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Apr 07 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 # F93000000430 (9)

1. Corporation Name  
GC HOLDING INC.



Principal Place of Business  
ONE TOWN CENTER ROAD  
BOCA RATON FL 33486-1010

Mailing Address  
ONE TOWN CENTER ROAD  
BOCA RATON FL 33486-1002

3. Date Incorporated or Qualified 01/29/1993	3a. Date of Last Report 04/16/1996
4. FEI Number 13-3593552	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
1201 HAYES ST.  
STE. 105  
TALLAHASSEE FL 32301

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 reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PO	<input checked="" type="checkbox"/> DELETE
NAME	MATA, PEDRO F	
STREET ADDRESS	297 GREENS FARMS ROAD	
CITY-ST-ZIP	GREENS FARMS CT 06436	
TITLE	S	<input type="checkbox"/> DELETE
NAME	LAMM, ROBERT B	
STREET ADDRESS	2588 NW 64TH BLVD	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	DVP	<input checked="" type="checkbox"/> DELETE
NAME	DENNIS, C. B	
STREET ADDRESS	156 COMPO RD S	
CITY-ST-ZIP	WESTPORT CT	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	HOUCHIN, PETER D	
STREET ADDRESS	11900 N.W. 5TH STREET	
CITY-ST-ZIP	PLANTATION FL 33324	
TITLE	ATD	<input checked="" type="checkbox"/> DELETE
NAME	GARY R. LARSEN	
STREET ADDRESS	300 FIRST STAMFORD PLACE	
CITY-ST-ZIP	STAMFORD CT	
TITLE	DP	<input checked="" type="checkbox"/> DELETE
NAME	KENNY, BRIAN E	
STREET ADDRESS	15 DEERTRACK LANE	
CITY-ST-ZIP	IRVINGTON NY	

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	SEE ATTACHED LIST
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	SEE ATTACHED LIST
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	SEE ATTACHED LIST
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	SEE ATTACHED LIST
5.4 CITY-ST-ZIP	
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	SEE ATTACHED LIST
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, unchanged, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Signature: Timothy M. Orend  
Assistant Treasurer

3/20/97

561-362-1306

Date

Day, mo Phone #

CR2E034 (9/96)

**GC HOLDING, INC.**  
**One Town Center Road**  
**Boca Raton, FL 33486-1010**

**DIRECTORS:**

Larry Ellberger  
Paul McMahon  
Bernd A. Schulte

**OFFICERS:**

Bernd a. Schulte  
Paul McMahon  
Robert B. Lamm  
Craig E. Jameson  
Nancy L. Pasley  
Timothy M. Cremin

President  
Vice President and Treasurer  
Secretary  
Assistant Secretary  
Assistant Secretary  
Assistant Treasurer

The address for the above directors and officers is the same as the heading.