FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT
CORPORATION
ANNUAL REPORT

1996



FLORIDA DE PARTMENT OF STATE

Sandra B. Mortham

Secretary of State

DIVISION OF CORPORATIONS

DOCUMENT #

Principal Place of Business

F9300001330 (0)

Mailing Address

LIBERTY GP III INC.



3 WORLD FINANCIAL CENTER 29TH FLOOR NEW YORK NY 10285			P.O. BOX 1527 BOSTON MA 02104			3. Date Incorporated or Qualified 3a. Date of Last Report 03/16/1993 05/01/1995						
2. Principal Place of Business			k,	2a. Mailing Address			4. FEI Number	Applied For				
et			26 First Data Investor Services Group				13-3494640		Not Applicable			
2	Suite, Apt. #, etc.			Suite, Apt. #, etc			5. Certificate of Status Desired	\$8.75 Additional Fee Required				
3	City & State		h1	City & State			Election Campaign Financing Trust Fund Contribution		\$5.00 May Be Added to Fees			
24	Zip	Country 25	Zip	30	untry		8. This corporation has liability for intangible tax under s 199.032, Florida Statutes Yes No					
9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324					10. Name and Address of New Registered Agent							
					B1	Name	Name					
					82							
					83							
					84	City		FL	85	Zip Code		
1	 or registered agent, or 	ions of Sections 607.050 both, in the State of Figure the obligations of Sec	irida. Such change w	ras authorized by the	corp	named corporat oration's board	ion submits this statement for the pur of directors. I hereby accept the appo	pose of char piritment as r	nging i registe	ts registered office red agent. I am		

(NOTE: Registered Agent signature required when reinstating) ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 OFFICERS AND DIRECTORS 13. 12. Change Addition DELETE 1. 1 TITLE TITLE ABBOTT, PAUL L 1.2 NAME NAME 3 WORLD FINANCIAL CENTER 29TH FL 1.3 STREET ADDRESS STREET ADDRESS **NEW YORK NY 10285** 1.4 C/TY-ST-Z/P CITY-ST-ZIP Change Addition DELETE 2 1 TITLE TITLE PETROW, DONALD E 22 NAME 3 WORLD FINANCIAL CENTER 29TH FL STREET ADDRESS 23 STHEET ADDRESS **NEW YORK NY 10285** 24 CITY-ST-ZIP CITY-ST-7P DELETE Change Addition 3 1 TO LE MANSON, KAREN E 3.2 NAME 3 WORLD FINANCIAL CENTER FL 3.3 STREET ADDRESS STREET ADDRESS **NEW YORK NY 10285** 3.4 C(TY-ST-Z)P CITY - ST - ZIP Addition Change DELETE 4 1 TITLE TITLE GILFENBAUM, AMY 3 WORLD FINANCIAL CENTER 29TH FL 4.3 STREET ADDRESS STREET ADDRESS NEW YORK NY 10285 CITY-ST-ZIP 4.4 CITY - ST - ZIP Change Addition □ DELETE 5 1 TITLE TITLE GENGLER, THOMAS **5.2 NAME** NAME 101 HUDSON STREET 39TH FL 5.3 STREET ADDRESS STREET ADDRESS JERSEY CITY NJ 07302 5.4 CiTY-ST-ZiP CITY-ST-ZIP DELETE 6 1 TITLE THILE TERNULLO, JOSEPH 62 NAME 31 ST. JAMES AVENUE 6TH FL 6.3 STREET ADDRESS STREET ADDRESS

6.4 CITY-S1-ZIP

BOSTON MA 02116

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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:

THATURE AND TYPED OR REINTED HAME OF SIGNING OF FIGER OR DIRECTOR

Cyntha Griesinger 4/25/96 (6/7)850 Z103

CR2E034 (12/95)