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FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
May 06 1997 8:00am
Secretary of State

DOCUMENT # F93000001888 (7)

1. Corporation Name
MDL PORTFOLIO CORP.

Principal Place of Business
C/O GENERAL ELECTRIC CAPITAL CORPORATION
280 LONG RIDGE ROAD
STAMFORD CT 06927

Mailing Address
GE CAPITAL CORP. ATTN: SHANNON WILLIAMS
P.O. BOX 9552
FT. MYERS FL 33906-9552

3. Date Incorporated or Qualified 06/08/1993	3a. Date of Last Report 04/14/1996
4. FEI Number 06-1369202	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 checked="" 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 Country	28 Zip Country
24	29

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	B2 Street Address (P.O. Box Number is Not Acceptable)	B3	B4 City
		B5	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		DATE	
Signature, typed or printed name of registered agent and title if applicable		(NOTE: Registered Agent signature required when reinstating)	
12. OFFICERS AND DIRECTORS			
TITLE	PD	<input type="checkbox"/> DELETE	
NAME	FRAZIER, MICHAEL D		
STREET ADDRESS	C/O 280 LONG RIDGE ROAD		
CITY-ST-ZIP	STAMFORD CT 06927		
TITLE	VSD	<input type="checkbox"/> DELETE	
NAME	HENRY, DAVID B		
STREET ADDRESS	C/O 280 LONG RIDGE ROAD		
CITY-ST-ZIP	STAMFORD CT 06927		
TITLE	T	<input type="checkbox"/> DELETE	
NAME	AMBLE, JOAN C		
STREET ADDRESS	C/O 280 LONG RIDGE ROAD		
CITY-ST-ZIP	STAMFORD CT 06927		
TITLE	VD	<input type="checkbox"/> DELETE	
NAME	PFIEFFER, ROBERT E		
STREET ADDRESS	C/O 280 LONG RIDGE ROAD		
CITY-ST-ZIP	STAMFORD CT 06927		
TITLE	V	<input type="checkbox"/> DELETE	
NAME	MARTINDALE, DAVID R		
STREET ADDRESS	C/O 1700 PACIFIC AVENUE, #4300		
CITY-ST-ZIP	DALLAS TX 75201		
TITLE	AS	<input type="checkbox"/> DELETE	
NAME	DELUCA, PATRICIA A		
STREET ADDRESS	C/O 280 LONG RIDGE ROAD		
CITY-ST-ZIP	STAMFORD CT 06927		
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
11 TITLE	Asst Treas-Tax	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
12 NAME	Cary J. Schurman		
13 STREET ADDRESS	280 Long Ridge Rd		
14 CITY-ST-ZIP	Stamford CT 06927		
21 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
22 NAME			
23 STREET ADDRESS			
24 CITY-ST-ZIP			
31 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
32 NAME			
33 STREET ADDRESS			
34 CITY-ST-ZIP			
41 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
42 NAME			
43 STREET ADDRESS			
44 CITY-ST-ZIP			
51 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
52 NAME			
53 STREET ADDRESS			
54 CITY-ST-ZIP			
61 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
62 NAME			
63 STREET ADDRESS			
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 on an attachment with an address.

SIGNATURE:

Michael Schurman

4-27-97

203-357-4544

CR2E034 (9/96)