FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT 1996

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

DOCUMENT # F93000003936 (2)

1. Corporation Name

GALAHAD 3 CORP.

Principal Place of Business	Mailing Address
~~C/O G. SOROS REALTY~~ ~~888 SEVENTH AVENUE~~ ~~NEW YORK NY 10106~~	~~C/O G. SOROS REALTY~~ ~~888 SEVENTH AVENUE.~~ ~~NEW YORK NY 10106~~

3. Date Incorporated or Qualified: 08/31/1993
3a. Date of Last Report: 02/24/1995

2. Principal Place of Business	2a. Mailing Address
21 c/o Goldman Sachs & Co.	26 c/o Goldman Sachs & Co.
Suite, Apt. #, etc. 22 100 Crescent Ct.,Ste 1000	Suite, Apt. #, etc. 27 100 Crescent Ct.,Ste. 1000
City & State 23 Dallas, Texas	City & State 28 Dallas, Texas
Zip 24 75201 / Country 25 U.S.A.	Zip 29 75201 / Country 30 U.S.A.

4. FEI Number: 13-3730264 — 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

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
110 NORTH MAGNOLIA STREET
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 ________ 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	NAME	STREET ADDRESS	CITY-ST-ZIP	
P	CHAZEN, LEONARD	C/O 520 MADISON AVENUE	NEW YORK NY 10022	[X] DELETE
V	ULMER, JOHN	C/O 520 MADISON AVENUE	NEW YORK NY 10022	[X] DELETE
S	RODGERS, KEVIN	520 MADISON AVE	NEW YORK NY	[X] DELETE
T	NELSEN, MICHAEL	520 MADISON AVE	NEW YORK NY	[X] DELETE
D	GLADSTEIN, GARY	C/O 888 SEVENTH AVE	NEW YORK NY	[X] DELETE
D	MARKS, EVAN M	C/O 888 SEVENTH AVE	NEW YORK NY	[X] DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

SEE ATTACHED LIST OF DIRECTORS & OFFICERS

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: [signature] Daniel T. Ward, Secretary — 04/29/96 — (703)714-8000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (12/95)

ATTACHMENT TO
FLORIDA PROFIT CORPORATION ANNUAL REPORT
LIST OF DIRECTORS AND OFFICERS

Director
Martin L. Edelman
c/o G. Soros Realty, Inc.
888 Seventh Ave.
New York, NY 10106

Director
Richard Katz
c/o G. Soros Realty, Inc.
888 Seventh Ave.
New York, NY 10106

Director
Gary Gladstein
c/o G. Soros Realty, Inc.
888 Seventh Ave.
New York, NY 10106

Director
David T. Hamamoto
c/o Goldman, Sachs & Co.
85 Broad Street
New York, NY 10004

Director
Stuart M. Rothenberg
c/o Goldman, Sachs & Co.
85 Broad Street
New York, NY 10004

Director
Todd A. Williams
c/o Goldman, Sachs & Co.
100 Crescent Court, Suite 1000
Dallas, TX 75201

Director
Nancy E. Descano
c/o CSC Networks
1013 Centre Road
Wilmington, DE 19805-1297

President
G. Douglas Gunn
c/o Goldman, Sachs & Co.
100 Crescent Court, Suite 1000
Dallas, TX 75201

Treasurer and Vice President
Richard R. Frapart
c/o J.E. Robert Companies
600 East Las Colinas Blvd. Suite 1900
Irving, TX 75039

Vice President
Brian M. Ainsworth
c/o J.E. Robert Companies
600 East Las Colinas Blvd. Suite 1900
Irving, TX 75039

Vice President
John Gwyn
c/o J.E. Robert Companies
600 East Las Colinas Blvd. Suite 1900
Irving, TX 75039

Secretary & Asst. Vice President
Daniel T. Ward
c/o J.E. Robert Companies
1650 Tysons Boulevard, Suite 1600
McLean, VA 22102

Assistant Vice President
Derrick E. McGavic
c/o J.E. Robert Companies
Two California Plaza
350 South Grand Avenue, 46th Floor
Los Angeles, CA 90071