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**PROFIT
CORPORATION
ANNUAL REPORT
1996**



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

DOCUMENT # F93000003948 (7)

1. Corporation Name

INTRACOASTAL B CORP.



Principal Place of Business

Mailing Address

~~W-C. SOROS REALTY, INC.
888 SEVENTH AVENUE
NEW YORK NY 10106~~

~~W-C. SOROS REALTY, INC.
888 SEVENTH AVENUE
NEW YORK NY 10106~~

2. Principal Place of Business

2a. Mailing Address

21 c/o Goldman Sachs & Co.

26 c/o Goldman Sachs & Co.

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 100 Crescent Ct., Ste 1000

27 100 Crescent Ct., Ste 1000

City & State

City & State

23 Dallas, Texas

28 Dallas, Texas

24 Zip 75201

25 Country U.S.A.

29 Zip 75201

30 Country U.S.A.

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

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 the filing officer

(NOTE: Registered Agent's signature required when re-stating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	D	DELETE
NAME	GLADSTEIN, GARY	
STREET ADDRESS	888 SEVENTH AVENUE	
CITY-STATE-ZIP	NEW YORK NY 10106	
TITLE	D	DELETE
NAME	MARKS, EVAN M	
STREET ADDRESS	888 SEVENTH AVENUE	
CITY-STATE-ZIP	NEW YORK NY 10106	
TITLE	P	DELETE
NAME	CHAZEN, LEONARD	
STREET ADDRESS	520 MADISON AVENUE	
CITY-STATE-ZIP	NEW YORK NY 10022	
TITLE	V	DELETE
NAME	ULMER, JOHN	
STREET ADDRESS	520 MADISON AVENUE	
CITY-STATE-ZIP	NEW YORK NY 10022	
TITLE	S	DELETE
NAME	RODGERS, KEVIN	
STREET ADDRESS	520 MADISON AVENUE	
CITY-STATE-ZIP	NEW YORK NY	
TITLE	T	DELETE
NAME	NELSEN, MICHAEL	
STREET ADDRESS	520 MADISON AVENUE	
CITY-STATE-ZIP	NEW YORK NY	

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		☐ Change ☐ Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-STATE-ZIP		
2.1 TITLE		☐ Change ☐ Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-STATE-ZIP		
3.1 TITLE		☐ Change ☐ Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-STATE-ZIP		
4.1 TITLE		☐ Change ☐ Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-STATE-ZIP		
5.1 TITLE		☐ Change ☐ Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-STATE-ZIP		
6.1 TITLE		☐ Change ☐ Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-STATE-ZIP		

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.

**Daniel T. Ward
Secretary**

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

04/09/96

(703) 714-8000

CR2E034 (12/95)

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**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