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Mar 05 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 # F94000000580 (0)

1. Corporation Name
MARVEL III HOLDINGS INC.

Principal Place of Business
SUITE 700-A
5900 NORTH ANDREWS AVENUE
FORT LAUDERDALE FL 33309

Mailing Address
SUITE 700-A
5900 NORTH ANDREWS AVENUE
FORT LAUDERDALE FL 33309-2366



3. Date Incorporated or Qualified 02/07/1994	3a. Date of Last Report 03/05/1996
4. FEI Number 13-3751020	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 THE PRENTICE-HALL CORPORATION SYSTEM, INC. SUITE 105 1201 HAYS 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	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	COBO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PERELMAN, RONALD O	1.2 NAME	
STREET ADDRESS	35 EAST 62ND STREET	1.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY 10021	1.4 CITY - ST - ZIP	
TITLE	PCEO <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BEVINS, WILLIAM C	2.2 NAME	
STREET ADDRESS	35 EAST 62ND STREET	2.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY 10021	2.4 CITY - ST - ZIP	
TITLE	VCD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DRAPKIN, DONALD G	3.2 NAME	
STREET ADDRESS	35 EAST 62ND STREET	3.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY 10021	3.4 CITY - ST - ZIP	
TITLE	VCFO <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ENGELMAN, IRWIN	4.2 NAME	
STREET ADDRESS	35 EAST 62ND STREET	4.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY 10021	4.4 CITY - ST - ZIP	
TITLE	VS <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GORDON, HOWARD F	5.2 NAME	
STREET ADDRESS	5900 NORTH ANDREWS AVENUE	5.3 STREET ADDRESS	
CITY - ST - ZIP	FORT LAUDERDALE FL 33309	5.4 CITY - ST - ZIP	
TITLE	VC <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WINOKER, LAURENCE	6.2 NAME	
STREET ADDRESS	625 MADISON AVENUE	6.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY 10021	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 if changed or on an attachment with an address.

SIGNATURE: David L. Cook 2/22/97 (954) 772-4306

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date Daytime Phone #

CR2E034 (9/96)