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May 09 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 # **F94000004320 (7)**
1. Corporation Name
MM PROJECT II CORPORATION



Principal Place of Business: **% MIDLAND BANK PLC. NEW YORK BRANCH 140 BROADWAY NEW YORK NY 10005-1185**

Mailing Address: **% MIDLAND BANK PLC. NEW YORK BRANCH 140 BROADWAY, ATTN: LEGAL DEPARTMENT NEW YORK NY 10005-1101**

3. Date Incorporated or Qualified: **08/19/1994** 3a. Date of Last Report: **02/12/1996**

4. FEI Number: **13-3676077** 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

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-headers for Suite, City & State, Zip, and Country.

9. Name and Address of Current Registered Agent: **C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324**

10. Name and Address of New Registered Agent (81-84) fields for Name, Street Address, City, and Zip Code (85).

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: PD	NAME: PETERSON, RICHARD A	1.1 TITLE: SENIOR VICE PRESIDENT	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS: 140 BROADWAY	CITY-ST-ZIP: NEW YORK NY 10005	1.2 NAME: JEANNETTE N. RIDER	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE: VD	NAME: RAIMONDO, DANIEL J	1.3 STREET ADDRESS: 140 BROADWAY	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS: 140 BROADWAY	CITY-ST-ZIP: NEW YORK NY 10005	1.4 CITY-ST-ZIP: NEW YORK, NY 10005	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE: SD	NAME: CANDIDO, LARRY S	2.1 TITLE: ASSISTANT SECRETARY	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS: 140 BROADWAY	CITY-ST-ZIP: NEW YORK NY 10005	2.2 NAME: JOHN F. ROOT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE: C	NAME: BURKHARD, LISA	2.3 STREET ADDRESS: 140 BROADWAY	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS: 140 BROADWAY	CITY-ST-ZIP: NEW YORK NY	2.4 CITY-ST-ZIP: NEW YORK, NY 10005	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE: D	NAME: DOUNN, LONNIE	3.1 TITLE: VICE PRESIDENT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS: 140 BROADWAY	CITY-ST-ZIP: NEW YORK NY 10005	3.2 NAME: GREGORY KINSEY	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE: V	NAME: MASEK, GEORGE W	3.3 STREET ADDRESS: 140 BROADWAY	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS: 140 BROADWAY	CITY-ST-ZIP: NEW YORK NY 10005	3.4 CITY-ST-ZIP: NEW YORK, NY 10005	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 its 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: LARRY S. CANDIDO 4/29/96 (212) 825-9237
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR SECRETARY AND DIRECTOR Daytime Phone # 0004740

CR2E034 (9/96)