

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

FILED

Sep 19 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000004949  
1. Corporation Name

MS U.S. Partners, Inc.

Principal Place of Business

Mailing Address

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 1585 Broadway		26 Same		8/25/94			
22 Suite, Apt. #, etc. 37th Fl.		27 Suite, Apt. #, etc.		4. FEI Number 95-4496254		Applied For Not Applicable	
23 City & State New York, NY		28 City & State		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
24 Zip 10036		25 Country U.S.A.		29 Zip		30 Country	
				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	

9. Name and Address of Current Registered Agent

CT Corporation System  
1200 S. Pine Island Rd.  
Plantation, FL 33324

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83 9000002298839	
84 City	
85 Zip Code	
-09/22/97--01007--012	
***3300.00 FL	

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 fee if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	Owen D. Thomas
STREET ADDRESS		1.3 STREET ADDRESS	1585 Broadway
CITY-ST-ZIP		1.4 CITY-ST-ZIP	New York, NY 10036
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	C/D
STREET ADDRESS		2.3 STREET ADDRESS	James M. Allwin
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Same as above
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	P
STREET ADDRESS		3.3 STREET ADDRESS	William M. Lewis, Jr.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Same as above
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	C. William Hostler
STREET ADDRESS		4.3 STREET ADDRESS	Same as above
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	V/D
STREET ADDRESS		5.3 STREET ADDRESS	Geoffrey M. Donoghue
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Same as above
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	V
STREET ADDRESS		6.3 STREET ADDRESS	Christian B. Malone
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Same as above

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:

C. William Hostler

C. William Hostler, VP

9/16/97

2127618173

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)