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May 02 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 # F95000000569 (2)

1. Corporation Name
ATHENA WESTBROOKE CORP.

Principal Place of Business
712 5TH AVE., 8TH FLOOR
NEW YORK NY 10019

Mailing Address
712 5TH AVE., 8TH FLOOR
NEW YORK NY 10019-4108

3. Date Incorporated or Qualified 02/02/1995
3a. Date of Last Report 05/01/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 13-3803644		Applied For <input type="checkbox"/> Not Applicable	
21		26		5. Certificate of Status Desired		\$8.75 Additional Fee Required	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
22		27		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			
City & State		City & State					
23		28					
Zip		Country		Zip		Country	
24		25		29		30	

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS ST., #105
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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PDC	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUBIN, LOUIS	1.2 NAME	
STREET ADDRESS	712 5TH AVE., 8TH FLOOR	1.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY 10019	1.4 CITY - ST - ZIP	
TITLE	VST	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NEGRIN, METIN	2.2 NAME	
STREET ADDRESS	712 5TH AVE., 8TH FLOOR	2.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY 10019	2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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:

Metin Negrin
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/22/97
Date

Daytime Phone #
0004246

CR2E034 (9/96)