

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

FILED

**Feb 26 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000000364 (7)
1. Corporation Name
LONDONDERRY ACQUISITION CORPORATION II, INC.

Principal Place of Business 2 MANHATTANVILLE RD. NEW YORK NY 10577	Mailing Address 2 MANHATTANVILLE RD. NEW YORK NY 10577
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/22/1996	
21	22	23	24	25	26
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number 51-0367475	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip		Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
29		30		8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 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
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

TITLE	D	<input type="checkbox"/> DELETE
NAME	HANNAN, JOHN	
STREET ADDRESS	1301 AVENUE OF THE AMERICAS	
CITY-ST-ZIP	NEW YORK NY 10019	
TITLE	VSDC	<input type="checkbox"/> DELETE
NAME	WEINER, MICHAEL	
STREET ADDRESS	2 MANHATTANVILLE RD.	
CITY-ST-ZIP	NEW YORK NY 10577	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	SOLOTRUK, RONALD	
STREET ADDRESS	2 MANHATTANVILLE RD.	
CITY-ST-ZIP	NEW YORK NY 10577	
TITLE	V	<input type="checkbox"/> DELETE
NAME	NEIBART, LEE	
STREET ADDRESS	2 MANHATTANVILLE RD.	
CITY-ST-ZIP	NEW YORK NY 10577	
TITLE	V	<input type="checkbox"/> DELETE
NAME	KRAVIT, RONALD	
STREET ADDRESS	2 MANHATTANVILLE RD.	
CITY-ST-ZIP	NEW YORK NY 10577	
TITLE	V	<input type="checkbox"/> DELETE
NAME	WILLIAMS, EDWARD	
STREET ADDRESS	2 MANHATTANVILLE RD.	
CITY-ST-ZIP	NEW YORK NY 10577	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
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 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 change or deletion of an attachment with an address

SIGNATURE: *[Signature]* 2/12/98 617-234-3028

CR2E034 (10/97)