

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

PROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 18 AM 8:39

DOCUMENT # F96000003209 (1)

1. Corporation Name
NEW GALAHAD 3 CORP.



Principal Place of Business
**% GOLDMAN, SACHS & CO.
100 CRESCENT CT., STE. 1000
DALLAS TX 75201**

Mailing Address
**% GOLDMAN, SACHS & CO.
100 CRESCENT CT., STE. 1000
DALLAS TX 75201-7893**

3. Date Incorporated or Qualified
06/25/1996

3a. Date of Last Report

4. FEI Number
800002093638-3

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**

6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

25

26 **600 E Las Colinas Blvd**

27 **Suite 1900**

28 **Irving, TX**

29 **75039**

30

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
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 **800002093638-3**

84 City **02/21/97-010034-001**
*****3465.00 ***185.00**

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	EDELMAN, MARTIN L
STREET ADDRESS	100 CRESCENT CT., STE. 1000
CITY-ST-ZIP	DALLAS TX 75201
TITLE	D <input type="checkbox"/> DELETE
NAME	KATZ, RICHARD
STREET ADDRESS	100 CRESCENT CT., STE. 1000
CITY-ST-ZIP	DALLAS TX 75201
TITLE	D <input type="checkbox"/> DELETE
NAME	GLADSTEIN, GARY
STREET ADDRESS	100 CRESCENT CT., STE. 1000
CITY-ST-ZIP	DALLAS TX 75201
TITLE	D <input type="checkbox"/> DELETE
NAME	HAMAMOTO, DAVID T
STREET ADDRESS	100 CRESCENT CT., STE. 1000
CITY-ST-ZIP	DALLAS TX 75201
TITLE	D <input type="checkbox"/> DELETE
NAME	ROTHENBERG, STUART M
STREET ADDRESS	100 CRESCENT CT., STE. 1000
CITY-ST-ZIP	DALLAS TX 75201
TITLE	D <input type="checkbox"/> DELETE
NAME	WILLIAMS, TODD A
STREET ADDRESS	100 CRESCENT CT., STE. 1000
CITY-ST-ZIP	DALLAS TX 75201

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Gunn, G Douglas
1.3 STREET ADDRESS	100 Crescent Ct, Suite 1000
1.4 CITY-ST-ZIP	Dallas, TX 75201
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Frapart, Richard R
2.3 STREET ADDRESS	600 E Las Colinas Blvd, Suite 1900
2.4 CITY-ST-ZIP	Irving, TX 75039
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	S, VP
3.3 STREET ADDRESS	Murphy, Ken
3.4 CITY-ST-ZIP	600 E Las Colinas Blvd, Suite 1900
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	VP
4.3 STREET ADDRESS	Ainsworth, Brian M
4.4 CITY-ST-ZIP	600 E Las Colinas Blvd, Suite 1900
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	VP
5.3 STREET ADDRESS	Lozier, James
5.4 CITY-ST-ZIP	600 E Las Colinas Blvd, Suite 1900
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	VP
6.3 STREET ADDRESS	Bernstein, Ronald L
6.4 CITY-ST-ZIP	100 Crescent Ct, Suite 1000

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 as an attachment with an address.

SIGNATURE: *Richard R Frapart*
Richard R Frapart, Vice President

Date: **2/7/97** 972/831-2200

111 CR2E034 (9/96)