

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

FILED
May 20 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 # 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 600 E. LAS COLINAS BLVD., SUITE 1900 IRVING TX 75039
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

3. Date Incorporated or Qualified 06/25/1996	
4. FEI Number 75-2657420	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
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
 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		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	D EDELMAN, MARTIN L.	1.2 NAME	
STREET ADDRESS	100 CRESCENT CT., STE. 1000	1.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75201	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D KATZ, RICHARD	2.2 NAME	
STREET ADDRESS	100 CRESCENT CT., STE. 1000	2.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75201	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D GLADSTEIN, GARY	3.2 NAME	
STREET ADDRESS	100 CRESCENT CT., STE. 1000	3.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75201	3.4 CITY-ST-ZIP	
TITLE	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D HAMAMOTO, DAVID T	4.2 NAME	
STREET ADDRESS	100 CRESCENT CT., STE. 1000	4.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75201	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D ROTHENBERG, STUART M	5.2 NAME	
STREET ADDRESS	100 CRESCENT CT., STE. 1000	5.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75201	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D WILLIAMS, TODD A	6.2 NAME	
STREET ADDRESS	100 CRESCENT CT., STE. 1000	6.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75201	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 changed, or on an attachment with an address.

SIGNATURE *Mark Bauer* **VICE PRESIDENT** 11/20/98

CR2E034 (10/97)