

09211999-90010-001-\$7,150.00-\$550.00

999.

AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

|                                                                                          |  |                                                                                                                                                                                                                 |  |
|------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>PROFIT CORPORATION</b><br><b>ANNUAL REPORT</b><br><b>1999</b>                         |  |  <b>FLORIDA DEPARTMENT OF STATE</b><br><b>Katherine Harris</b><br><b>Secretary of State</b><br><b>DIVISION OF CORPORATIONS</b> |  |
| <b>DOCUMENT # F96000003213</b><br>1. Corporation Name<br><b>NEW INTRACOASTAL C CORP.</b> |  |                                                                                                                                                                                                                 |  |

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS

99 OCT 15 AM 9:00



DO NOT WRITE IN THIS SPACE

|                                                                                        |  |                        |  |                                                                                                                 |  |
|----------------------------------------------------------------------------------------|--|------------------------|--|-----------------------------------------------------------------------------------------------------------------|--|
| 2. Principal Place of Business                                                         |  | 2a. Mailing Address    |  | 3. Date Incorporated or Qualified                                                                               |  |
| 21 Suite, Apt. #, etc.                                                                 |  | 26 Suite, Apt. #, etc. |  | 06/25/1996                                                                                                      |  |
| 22 City & State                                                                        |  | 27 City & State        |  | 4. FEI Number                                                                                                   |  |
| 23 Zip                                                                                 |  | 28 Zip                 |  | 75-2657439                                                                                                      |  |
| 24 Country                                                                             |  | 29 Country             |  | Applied For                                                                                                     |  |
|                                                                                        |  |                        |  | Not Applicable                                                                                                  |  |
| 5. Certificate of Status Desired                                                       |  |                        |  | <input type="checkbox"/> \$8.75 Additional Fee Required<br><input type="checkbox"/> \$5.00 May Be Added to Fees |  |
| 6. Election Campaign Financing Trust Fund Contribution                                 |  |                        |  | <input type="checkbox"/> Yes <input type="checkbox"/> No                                                        |  |
| 7. This corporation owes the current year Intangible Personal Property.                |  |                        |  | <input type="checkbox"/> Yes <input type="checkbox"/> No                                                        |  |
| 8. Name and Address of Current Registered Agent                                        |  |                        |  | 9. Name and Address of New Registered Agent                                                                     |  |
| THE PRENTICE-HALL CORPORATION SYSTEM, INC.<br>1201 HAYS STREET<br>TALLAHASSEE FL 32301 |  |                        |  | 81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>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 607.0503, 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                      | D EDELMAN, MARTIN L         | 1.1 TITLE                                             |  |
| NAME                       | 100 CRESCENT CT., STE. 1000 | 1.2 NAME                                              |  |
| STREET ADDRESS             | DALLAS TX 75201             | 1.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                |                             | 1.4 CITY-ST-ZIP                                       |  |
| TITLE                      | D KATZ, RICHARD             | 2.1 TITLE                                             |  |
| NAME                       | 100 CRESCENT CT., STE. 1000 | 2.2 NAME                                              |  |
| STREET ADDRESS             | DALLAS TX 75201             | 2.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                |                             | 2.4 CITY-ST-ZIP                                       |  |
| TITLE                      | D GLADSTEIN, GARY           | 3.1 TITLE                                             |  |
| NAME                       | 100 CRESCENT CT., STE. 1000 | 3.2 NAME                                              |  |
| STREET ADDRESS             | DALLAS TX 75201             | 3.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                |                             | 3.4 CITY-ST-ZIP                                       |  |
| TITLE                      | D ROTHENBERG, STUART M      | 4.1 TITLE                                             |  |
| NAME                       | 100 CRESCENT CT., STE. 1000 | 4.2 NAME                                              |  |
| STREET ADDRESS             | DALLAS TX 75201             | 4.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                |                             | 4.4 CITY-ST-ZIP                                       |  |
| TITLE                      | D WILLIAMS, TODD A          | 5.1 TITLE                                             |  |
| NAME                       | 100 CRESCENT CT., STE. 1000 | 5.2 NAME                                              |  |
| STREET ADDRESS             | DALLAS TX 75201             | 5.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                |                             | 5.4 CITY-ST-ZIP                                       |  |
| TITLE                      |                             | 6.1 TITLE                                             |  |
| NAME                       |                             | 6.2 NAME                                              |  |
| STREET ADDRESS             |                             | 6.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                |                             | 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:

*ROCK BAZEL*  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

9-14-99

(972) 368-3100

Daytime Phone #

CR2E034 (5/99)

**NEW INTRACOASTAL C CORP.  
List of Officers and Directors**

|                                                                                  |                            |
|----------------------------------------------------------------------------------|----------------------------|
| Martin Edelman<br>888 7 <sup>th</sup> Avenue<br>New York, NY 10106               | Director                   |
| Richard Katz<br>888 7 <sup>th</sup> Avenue<br>New York, NY 10106                 | Director                   |
| Gary Gladstein<br>888 7 <sup>th</sup> Avenue<br>New York, NY 10106               | Director                   |
| Stuart M. Rothenberg<br>85 Broad Street<br>New York, NY 10004                    | Director                   |
| Todd Williams<br>100 Crescent Court, Suite 1000<br>Dallas, TX 75201              | Director                   |
| G. Douglas Gunn<br>100 Crescent Court, Suite 1000<br>Dallas, TX 75201            | Director                   |
| Nancy Descano<br>1013 Centre Road<br>Wilmington, DE                              | Director                   |
| G. Douglas Gunn<br>100 Crescent Court, Suite 1000<br>Dallas, TX 75201            | President                  |
| Ron K. Barger<br>600 E. Las Colinas Blvd., Suite 400<br>Irving, TX 75039         | Vice President & Secretary |
| Richard R. Frapart<br>600 E. Las Colinas Blvd., Suite 400<br>Irving, TX 75039    | Vice President & Treasurer |
| Brian M. Ainsworth<br>600 E. Las Colinas Blvd., Suite 400<br>Irving, TX 75039    | Vice President             |
| William G. Munding II<br>600 E. Las Colinas Blvd., Suite 400<br>Irving, TX 75039 | Vice President             |
| Ronald L. Bernstein<br>85 Broad Street<br>New York, NY 10004                     | Vice President             |

**Addendum to  
FLORIDA  
1999 PROFIT CORPORATION  
ANNUAL REPORT**

**NEW INTRACOASTAL C CORP.  
List of Officers and Directors (cont'd)**

|                                                                                 |                                                   |
|---------------------------------------------------------------------------------|---------------------------------------------------|
| James L. Lozier, Jr.<br>600 E. Las Colinas Blvd., Suite 400<br>Irving, TX 75039 | Vice President                                    |
| Ken M. Murphy<br>600 E. Las Colinas Blvd., Suite 400<br>Irving, TX 75039        | Vice President                                    |
| Michael Nelsen<br>888 7 <sup>th</sup> Avenue<br>New York, NY 10106              | Vice President                                    |
| Ronald L. Bernstein<br>85 Broad Street<br>New York, NY 10004                    | Vice President                                    |
| James L. Lozier, Jr.<br>600 E. Las Colinas Blvd., Suite 400<br>Irving, TX 75039 | Vice President                                    |
| Ken M. Murphy<br>600 E. Las Colinas Blvd., Suite 400<br>Irving, TX 75039        | Vice President                                    |
| Roger Beless<br>600 E. Las Colinas Blvd., Suite 400<br>Irving, TX 75039         | Vice President, Asst. Secretary & Asst. Treasurer |
| Van Littrell<br>600 E. Las Colinas Blvd., Suite 400<br>Irving, TX 75039         | Vice President, Asst. Secretary & Asst. Treasurer |