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Feb 13 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 # F96000004229 (8)

1. Corporation Name
HEADWAY GP, INC.



Principal Place of Business
C/O DONALDSON LUFKIN & JENNRETTE
277 PARK AVE.
NEW YORK NY 10172

Mailing Address
C/O DONALDSON LUFKIN & JENNRETTE
277 PARK AVE.
NEW YORK NY 10172-0003

3. Date Incorporated or Qualified
08/19/1996

3a. Date of Last Report

2. Principal Place of Business

2a. Mailing Address

4. FEI Number

Applied For

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

13-3888736

Not Applicable

22 City & State

27 City & State

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

23 Zip

Country

28 Zip

Country

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

24

25

29

30

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes

No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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
NAME
STREET ADDRESS
CITY-ST-ZIP
V
RIFKIN, ANDREW
277 PARK AVE.
NEW YORK NY 10172
ST

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
SEIGLER, THOMAS E
277 PARK AVE.
NEW YORK NY 10172
DC

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
WEIL, DAVID R
277 PARK AVE.
NEW YORK NY 10172
D

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
POWER, CLAIRE M
277 PARK AVE.
NEW YORK NY 10172
D

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
DUNN, NICOLE J
277 PARK AVE.
NEW YORK NY 10172
D

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
Change Addition
D
HASSEM, NEIL N.
277 PARK AVENUE NEW YORK, NY 10172

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
DELETE

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP
Change Addition

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:

Thomas E. Sieglar
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Thomas E. Sieglar 1/16/97

(212) 892-4939

CR2E034 (9/96)