

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

FILED
Feb 27 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 # **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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified 08/19/1996	
				4. FEI Number 13-3888736	
				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 C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code	
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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	V	1.1 TITLE	TX/M
NAME	RIFKIN, ANDREW	1.2 NAME	Mark A. Competiello
STREET ADDRESS	277 PARK AVE.	1.3 STREET ADDRESS	277 Park Avenue
CITY-ST-ZIP	NEW YORK NY 10172	1.4 CITY-ST-ZIP	New York, NY 10172
TITLE	ST	2.1 TITLE	ST
NAME	SEIGLER, THOMAS E	2.2 NAME	Marjorie S. White
STREET ADDRESS	277 PARK AVE.	2.3 STREET ADDRESS	277 Park Avenue
CITY-ST-ZIP	NEW YORK NY 10172	2.4 CITY-ST-ZIP	New York, NY 10172
TITLE	DC	3.1 TITLE	D
NAME	WEIL, DAVID R	3.2 NAME	Lawrence M.v.D. Schloss
STREET ADDRESS	277 PARK AVE.	3.3 STREET ADDRESS	277 Park Avenue
CITY-ST-ZIP	NEW YORK NY 10172	3.4 CITY-ST-ZIP	New York, NY 10172
TITLE	D	4.1 TITLE	D
NAME	POWER, CLAIRE M	4.2 NAME	Hamilton E. James
STREET ADDRESS	277 PARK AVE.	4.3 STREET ADDRESS	277 Park Avenue
CITY-ST-ZIP	NEW YORK NY 10172	4.4 CITY-ST-ZIP	New York, NY 10172
TITLE	D	5.1 TITLE	D/M
NAME	HASSEM, NEIL N.	5.2 NAME	Neil N. Hasson
STREET ADDRESS	277 PARK AVE.	5.3 STREET ADDRESS	277 Park Avenue
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	New York, NY 10172
TITLE		6.1 TITLE	AS
NAME		6.2 NAME	Claire M. Power
STREET ADDRESS		6.3 STREET ADDRESS	277 Park Avenue
CITY-ST-ZIP		6.4 CITY-ST-ZIP	New York, NY 10172

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 A. Competiello
Tax Manager
FEB 17 1998 212-892-4939

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