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Jun 04 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 # F96000005883 (1)

1. Corporation Name
CPI-COUNTRYSIDE CORPORATION

Principal Place of Business
THREE DAG HAMMARSKJOLD PLAZA
305 EAST 47TH ST.
NEW YORK NY 10017

Mailing Address
THREE DAG HAMMARSKJOLD PLAZA
305 EAST 47TH ST.
NEW YORK NY 10017-2303

3. Date Incorporated or Qualified
11/12/1996

3a. Date of Last Report

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

25

29

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4. FEI Number
APPLIED FOR

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

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 PC
NAME MAUTNER, HANS C
STREET ADDRESS 305 EAST 47TH STREET
CITY-ST-ZIP NEW YORK NY

1.1 TITLE Chairman, Chief Executive Officer
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE T
NAME LOWENFISH, ROBERT
STREET ADDRESS 305 EAST 47TH STREET
CITY-ST-ZIP NEW YORK NY

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

TITLE VS
NAME LYONS, WILLIAM J
STREET ADDRESS 305 EAST 47TH STREET
CITY-ST-ZIP NEW YORK NY

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

TITLE V
NAME FELL, G M
STREET ADDRESS 305 EAST 47TH STREET
CITY-ST-ZIP NEW YORK NY

4.1 TITLE Senior Vice President
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE V
NAME TICOTIN, MARK S
STREET ADDRESS 305 EAST 47TH STREET
CITY-ST-ZIP NEW YORK NY

5.1 TITLE President, Chief Operating Officer
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE V
NAME ROLFE, HAROLD E
STREET ADDRESS 305 EAST 47TH STREET
CITY-ST-ZIP NEW YORK NY

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

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:

[Signature]

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PH 6/04/97

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