

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
 Jul 23 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F97000002148 (1)
 1. Corporation Name
 FFM HOLDING CORP.



Principal Place of Business: C/O THE CHASE MANHATTAN BANK, 380 MADISON AVE, NEW YORK NY 10017
 Mailing Address: C/O THE CHASE MANHATTAN BANK, 380 MADISON AVE, NEW YORK NY 10017

DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified: 04/23/1997
 4. FEI Number: 13-3935363 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes 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

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: _____ DATE: _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD TSOU, GORDON	1.1 TITLE	Pres/Dir
NAME	TSOU, GORDON	1.2 NAME	John P. McDonagh
STREET ADDRESS	380 MADISON AVENUE, 9TH FL	1.3 STREET ADDRESS	330 Madison Ave. 9th Fl.
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	New York, NY 10017
TITLE	VD COSTA, ROBERT R	2.1 TITLE	SVP/Asst Sec.
NAME	COSTA, ROBERT R	2.2 NAME	John H. Kimball, Jr.
STREET ADDRESS	380 MADISON AVENUE, 9TH FL	2.3 STREET ADDRESS	380 Madison Ave. 9th Fl.
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	New York, NY 10017
TITLE	VS DORR, GEORGIANA	3.1 TITLE	Secretary
NAME	DORR, GEORGIANA	3.2 NAME	Curtis O Sanders
STREET ADDRESS	380 MADISON AVENUE, 9TH FL	3.3 STREET ADDRESS	380 Madison Ave. 9th Fl.
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	New York, NY 10017
TITLE	V ARNESEN, DWIGHT I	4.1 TITLE	
NAME	ARNESEN, DWIGHT I	4.2 NAME	
STREET ADDRESS	380 MADISON AVENUE, 9TH FL	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	4.4 CITY-ST-ZIP	
TITLE	V BRACONNIER, MARK	5.1 TITLE	
NAME	BRACONNIER, MARK	5.2 NAME	
STREET ADDRESS	380 MADISON AVENUE, 9TH FL	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	
TITLE	V COLLINS, EDWARD C	6.1 TITLE	
NAME	COLLINS, EDWARD C	6.2 NAME	
STREET ADDRESS	380 MADISON AVENUE, 9TH FL	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	6.4 CITY-ST-ZIP	

1.1 TITLE	Pres/Dir	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
1.2 NAME	John P. McDonagh		
1.3 STREET ADDRESS	330 Madison Ave. 9th Fl.		
1.4 CITY-ST-ZIP	New York, NY 10017		
2.1 TITLE	SVP/Asst Sec.	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
2.2 NAME	John H. Kimball, Jr.		
2.3 STREET ADDRESS	380 Madison Ave. 9th Fl.		
2.4 CITY-ST-ZIP	New York, NY 10017		
3.1 TITLE	Secretary	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
3.2 NAME	Curtis O Sanders		
3.3 STREET ADDRESS	380 Madison Ave. 9th Fl.		
3.4 CITY-ST-ZIP	New York, NY 10017		
4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
6.2 NAME			
6.3 STREET ADDRESS			
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: John P. McDonagh 7/10/98 213/627-3638

CR2E034 (5/98)