

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

FILED  
May 12 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # F97000005793</b> 1. Corporation Name <b>PTG FLATROCK, INC</b>			
Principal Place of Business		Mailing Address	
		DO NOT WRITE IN THIS SPACE	
2. Principal Place of Business		3. Date Incorporated or Qualified	
21 <i>10 Credit Suisse First Boston</i>		October 29, 1997	
22 Suite, Apt. #, etc.		4. FEI Number	
22 11 Madison Ave		13-3972335	
23 City & State		Applied For	
23 New York, NY		Not Applicable	
24 Zip		5. Certificate of Status Desired	
24 10010		[X] \$8.75 Additional Fee Required	
25 Country		6. Election Campaign Financing	
25 US		Trust Fund Contribution [ ] \$5.00 May Be Added to Fees	
26 Zip		7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
26 10010		[ ] Yes [X] No	
27 Country		9. Name and Address of Current Registered Agent	
27 US		10. Name and Address of New Registered Agent	
Corporate Service Company 1201 Hays Street Tallahassee, Florida 32301		81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 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	<input type="checkbox"/> DELETE	1.1 TITLE	President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME	Lawrence A. Shelley
STREET ADDRESS		1.3 STREET ADDRESS	11 Madison Ave
CITY - ST - ZIP		1.4 CITY - ST - ZIP	New York, NY 10010
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	Richard Ortiz
STREET ADDRESS		2.3 STREET ADDRESS	11 Madison Ave
CITY - ST - ZIP		2.4 CITY - ST - ZIP	New York, NY 10010
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	Lori M. Russo
STREET ADDRESS		3.3 STREET ADDRESS	11 Madison Ave
CITY - ST - ZIP		3.4 CITY - ST - ZIP	New York, NY 10010
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	Treasurer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	Diane Manno
STREET ADDRESS		4.3 STREET ADDRESS	11 Madison Ave
CITY - ST - ZIP		4.4 CITY - ST - ZIP	New York, NY 10010
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	Dir. of Taxes <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	Thomas A. DeGennaro
STREET ADDRESS		5.3 STREET ADDRESS	11 Madison Ave
CITY - ST - ZIP		5.4 CITY - ST - ZIP	New York, NY 10010
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	700002524547
STREET ADDRESS		6.3 STREET ADDRESS	-05/15/98--01005--039
CITY - ST - ZIP		6.4 CITY - ST - ZIP	***158.75
14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), 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: <i>Thomas A. DeGennaro</i>		4/30/98 (212) 325-1994	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		Date Daytime Phone #	

CR2E034 (10/97)