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Mar 18 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 # **G39712** (6)

1. Corporation Name
RIVER WATCH CORP.

Principal Place of Business
**40 CUTTERMILL ROAD, SUITE 509
GREAT NECK, NY. 11021**

Mailing Address
**40 CUTTERMILL ROAD, SUITE 509
GREAT NECK, NY. 11021-3213**



3. Date Incorporated or Qualified **05/13/1983** 3a. Date of Last Report **01/30/1996**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 58-1575532		Applied For <input type="checkbox"/> Not Applicable	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.					
22. City & State		27. City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country		29. Country		30. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent
**CT 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. City	
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	11. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLUM, BENTLEY J	12. NAME	
STREET ADDRESS	15811 FISHER ISLAND DR.	13. STREET ADDRESS	
CITY - ST - ZIP	FISHER ISLAND FL	14. CITY - ST - ZIP	
TITLE	VP	21. TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KARLIK, JERRY	22. NAME	
STREET ADDRESS	40 CUTTERMILL RD., #509	23. STREET ADDRESS	
CITY - ST - ZIP	GREAT NECK NY	24. CITY - ST - ZIP	Great Neck, NY 11021
TITLE		31. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		32. NAME	
STREET ADDRESS		33. STREET ADDRESS	
CITY - ST - ZIP		34. CITY - ST - ZIP	
TITLE		41. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		42. NAME	
STREET ADDRESS		43. STREET ADDRESS	
CITY - ST - ZIP		44. CITY - ST - ZIP	
TITLE		51. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52. NAME	
STREET ADDRESS		53. STREET ADDRESS	
CITY - ST - ZIP		54. CITY - ST - ZIP	
TITLE		61. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62. NAME	
STREET ADDRESS		63. STREET ADDRESS	
CITY - ST - ZIP		64. 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 unchanged, or on an attachment with an address.

SIGNATURE: Jerry Karlik DATE: 3/11/97 DAYTIME PHONE: 516-482-5345

CR2E034 (9/96)