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APPROVEL SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998. AND AMOUNT DUE ON OR BEFORE 09/30/98; \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750). FILED **PROFIT** FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham 98 DEC 21 PH 2: 20 ANNUAL REPORT Secretary of State SECRETARY OF STATE FALLAHASSEE, FLORIDA 1998 DIVISION OF CORPORATIONS DOCUMENT # J39171 (0)HILTON GAPITAL MARKETS, INC. Principal Place of Business Mailing Address 305 BROADWAY 305 BROADWAY REINSTATEMENT 7TH FLOOR 7TH FLOOR NEW YORK NY 10007 NEW YORK NY 10007 3. Date Incorporated or Qualified 10/23/1986 4. FEI Number 2. Principal Place of Business 2a. Mailing Address Applied For 13-3447969 Not Applicable 21 26 \$8.75 Additional Suite, Apt. #, etc. Suite, Apt. #, etc. 5. Certificate of Status Desired Fee Required 22 27 City & State City & State \$5.00 May Be 6. Election Campaign Financing 23 28 Trust Fund Contribution Added to Fees 8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. Yes You Zip Country Zip Country 30 Personal Property Tax due June 30. 25 24 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent Name J. MONTANUS CT_CORPORATION-SYSTEM 1200-SOUTH PINETSTAND ROAD Street Address (P.O. Box Number is Not PLANTATION FL-33324 DRAZ GABLES FL 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. SONATHAN MONTANUS SIGNATURE Registered Agent signature required when reinstating) OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. 12. TITLE DELETE 1.1 TITLE GRAYER, STEPHEN B 1.2 NAME NAME -BROADVAY 8 WEST 40TH STREET STE 900 1.3 STREET ADDRESS STREET ADDRESS NEW YORK NY 1001 1.4 CITY-ST-ZIF CITY-ST-ZIP 2.1 TITLE TITLE DELETE NAME 2.2 NAME -12/23/93--01062--002 STREET ADDRESS 2.3 STREET ADDRESS ****750.00 ****750.00 CITY-ST-ZIF 2.4 CITY-ST-ZIP TITLE 3.1 TITLE DELETE Change 3.2 NAME NAME 3.3 STREET ADDRESS STREET ADDRESS 3.4 CITY-ST-ZIP CITY-ST-ZIP 4.1 TITLE Change Addition __ DELETE TITLE 4.2 NAME NAME 4.3 STREET ADDRESS STREET ADDRESS 4.4 CITY-ST-ZIP CITY-ST-ZIF TITLE 5.1 TITLE DELETE 5.2 NAME NAME STREET ADDRESS 5.3 STREET ADDRESS CITY-ST-ZIF 5,4 CITY-ST-ZIP 6,1 TITLE TITLE DELETE Change ___ 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 fue 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 expowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changes, or on an attachment with an address.

SIGNATURE: