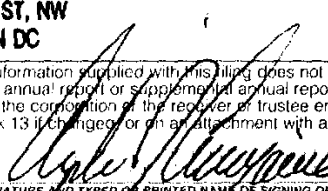


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Jan 27 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
1997 1-27-97		B - 07103 C	
DOCUMENT # M48134 (4)			
1. Corporation Name BARTON INVESTMENT COMPANY			
Principal Place of Business % BESSEMER TRUST CO., N.A. 630 FIFTH AVE NEW YORK NY 10111		Mailing Address % BESSEMER TRUST CO., N.A. 630 FIFTH AVE NEW YORK NY 10111-0100	
2. Principal Place of Business		2a. Mailing Address	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.	
22 City & State		27 City & State	
23 Zip		28 Zip	
24 Country		29 Country	
25		30	
3. Date Incorporated or Qualified 03/11/1987		3a. Date of Last Report 04/09/1996	
4. FEI Number 59-2796879		Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
8. 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 CORPORATION SERVICE COMPANY 1201 HAYES STREET TALLAHASSEE FL 32301		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 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent's signature required when reinstating) DATE			
12. OFFICERS AND DIRECTORS			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition			
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY - ST - ZIP			
2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition			
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY - ST - ZIP			
3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition			
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY - ST - ZIP			
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			
4. 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:  DATE: 0005528			