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**May 15 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 # M98222 (6)
1. Corporation Name
NRG/RECOVERY GROUP, INC.



Principal Place of Business: **C/O OGDEN CORP. 2 PENN PLAZA 26TH FLOOR NEW YORK NY 10121**
Mailing Address: **C/O OGDEN CORP. 2 PENN PLAZA 26TH FLOOR NEW YORK NY 10121-0001**

3. Date Incorporated or Qualified: **09/13/1988** 3a. Date of Last Report: **05/01/1996**
4. FEI Number: **13-3482491** 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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	ABLON, R RICHARD	
STREET ADDRESS	% OGDEN CORP., 2 PENN. PLZA	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	WHITMAN, WILLIAM E	
STREET ADDRESS	40 LANE ROAD	
CITY-ST-ZIP	FAIRFIELD NJ	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	HOROWITZ, JEFFREY R.	
STREET ADDRESS	OGDEN PROJ 40 LN RD	
CITY-ST-ZIP	FAIRFIELD NJ	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	MACKIN, SCOTT G.	
STREET ADDRESS	% OGDEN PROJECT 40 LN RD	
CITY-ST-ZIP	FAIRFIELD NJ	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	STONE, BRUCE W.	
STREET ADDRESS	% OGDEN PROJECT 40 LN RD	
CITY-ST-ZIP	FAIRFIELD NJ	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	EFFINGER, J. L.	
STREET ADDRESS	% OGDEN CORP 2 PENN PLZ	
CITY-ST-ZIP	NEW YORK NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
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 in the report or any attachment with an address.

SIGNATURE: **WILLIAM WHITMAN** 4/25/97 (212) 868-4331

CR2E034 (9/96)