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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 # P00556 (1)
1. Corporation Name
OGDEN MANAGEMENT SERVICES, INC.



Principal Place of Business
**C/O OGDEN CORP
2 PENN PLAZA - 26TH FL.
NEW YORK NY 10121**

Mailing Address
**C/O OGDEN CORP
2 PENN PLAZA - 26TH FL.
NEW YORK NY 10121-0001**

3. Date Incorporated or Qualified **01/11/1984** 3a. Date of Last Report **05/01/1996**

4. FEI Number **13-2918484** 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 Country
24

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip Country
29

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
B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City FL B5 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	ABLON, R RICHARD	
STREET ADDRESS	2 PENN PLAZA	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VDT	<input type="checkbox"/> DELETE
NAME	DIGIA, ROBERT M.	
STREET ADDRESS	2 PENN PLAZA	
CITY-ST-ZIP	NEW YORK NY	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	CARAS, C G	
STREET ADDRESS	2 PENN PLAZA	
CITY-ST-ZIP	NEW YORK NY	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HUSBY, PHILIP G	
STREET ADDRESS	2 PEN PLAZA	
CITY-ST-ZIP	NEW YORK NY	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	EFFINGER, JERRY L.	
STREET ADDRESS	2 PENN PLAZA	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	RITCH, KATHLEEN	
STREET ADDRESS	2 PENN PLAZA	
CITY-ST-ZIP	NEW YORK NY	

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	

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 if changed, or on an attachment with an address.

SIGNATURE: _____ VICE PRESIDENT
ROBERT DIGIA

CR2E034 (9/96)