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**May 07 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P04858 (7)

1. Corporation Name
PB-SB INVESTMENTS INC



Principal Place of Business 7 WORLD TRADE CTR. TAX DEPT-28TH FLOOR NEW YORK NY 10004 US	Mailing Address 7 WORLD TRADE CENTER TAX DEPT-28TH FLOOR NEW YORK NY 10048-1102 US
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3. Date Incorporated or Qualified 02/01/1985	3a. Date of Last Report 05/01/1996
4. FEI Number 13-3138080	Applied For <input type="checkbox"/> 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 type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip Country	28. Zip Country
24. Zip	29. Zip
25. Country	30. Country

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

81. Name	
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	
84. City	FL 85. Zip Code

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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	MAUGHAN, DERYCK	
STREET ADDRESS	7 WORLD TRADE CENTER	
CITY-ST-ZIP	NEW YORK NY	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BUZA, JOHN P.	
STREET ADDRESS	7 WORLD TRADE CTR.	
CITY-ST-ZIP	NEW YORK, NY.	
TITLE	V	<input type="checkbox"/> DELETE
NAME	FINN, RICHARD T. JR.	
STREET ADDRESS	7 WORLD TRADE CTR.	
CITY-ST-ZIP	NEW YORK NY	
TITLE	S	<input type="checkbox"/> DELETE
NAME	SNOW, ZACHARY	
STREET ADDRESS	7 WORLD TRADE CTR.	
CITY-ST-ZIP	NEW YORK NY	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	FISHER, DAVID C.	
STREET ADDRESS	7 WORLD TRADE CTR.	
CITY-ST-ZIP	NEW YORK NY	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	MAUGHAN, DERYCK C.	
STREET ADDRESS	7 WORLD TRADE CTR.	
CITY-ST-ZIP	NEW YORK NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	JENNINGS, WILLIAM J	
1.3 STREET ADDRESS	7 WORLD TRADE CENTER	
1.4 CITY-ST-ZIP	NEW YORK, NY 10048	
2.1 TITLE	VICE PRESIDENT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	LEVITAN, MATTHEW	
2.3 STREET ADDRESS	7 WORLD TRADE CENTER	
2.4 CITY-ST-ZIP	NEW YORK, NY 10048	
3.1 TITLE	Assistant Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	GARBER, ROBERT A	
3.3 STREET ADDRESS	7 WORLD TRADE CENTER	
3.4 CITY-ST-ZIP	NEW YORK, NY 10048	
4.1 TITLE	Assistant Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	DeLuise, James J	
4.3 STREET ADDRESS	7 WORLD TRADE CENTER	
4.4 CITY-ST-ZIP	New York, NY 10048	
5.1 TITLE	TREASURER	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	CARBONE, RICHARD J	
5.3 STREET ADDRESS	7 WORLD TRADE CENTER	
5.4 CITY-ST-ZIP	NEW YORK, NY 10048	
6.1 TITLE	ASSISTANT TREASURER	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	ROSEN, SAUL M	
6.3 STREET ADDRESS	7 WORLD TRADE CENTER	
6.4 CITY-ST-ZIP	NEW YORK, NY 10048	

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 _____ DATE **4/25/97** (212) 783-7000

CR2E034 (9/96)