

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

FILED
Apr 20 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P05336 (3)
 1. Corporation Name
OGDEN PROJECTS, INC.



Principal Place of Business C/O OGDEN CORP. 2 PENN. PLAZA - 26TH FLOOR NEW YORK CITY NY 10121	Mailing Address C/O OGDEN CORP. 2 PENN. PLAZA - 26TH FLOOR NEW YORK CITY NY 10121
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/18/1985	
21	26	4. FEI Number 13-3213657		Applied For Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
22 City & State		27 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23 Zip		28 Country		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
24		25		29	
29		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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STONE, BRUCE W.	1.2 NAME	
STREET ADDRESS	40 LANE ROAD	1.3 STREET ADDRESS	
CITY - ST - ZIP	FAIRFIELD NJ	1.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALBON, R. RICHARD	2.2 NAME	
STREET ADDRESS	2 PENNSYLVANIA PLAZA	2.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY	2.4 CITY - ST - ZIP	
TITLE	VT <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHITMAN, WILLIAM E.	3.2 NAME	
STREET ADDRESS	40 LANE ROAD	3.3 STREET ADDRESS	
CITY - ST - ZIP	FAIRFIELD, NJ.	3.4 CITY - ST - ZIP	
TITLE	PD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MACKIN, SCOTT G.	4.2 NAME	
STREET ADDRESS	40 LANE ROAD	4.3 STREET ADDRESS	
CITY - ST - ZIP	FAIRFIELD, NJ.	4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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 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; that I am 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 applicable, or in an attachment with an address.

SIGNATURE: *William E. Whitman* **WILLIAM E. WHITMAN** **TREASURER** 4/16/98 (212) 868-4331

FORM APPROVED MB-44

CR2E034 (10/97)