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FILED
May 14 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 # **P29618** (6)
1. Corporation Name
CASTLEBLOCK CORPORATION



Principal Place of Business C/O AKIN.GUMP.STRAUSS.HAMEN & FELD. LLP 300 PARK AVE NEW YORK NY 10022 US	Mailing Address C/O AKIN.GUMP.STRAUSS.HAMEN & FELD. LLP 300 PARK AVE NEW YORK NY 10022 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 C/O AKIN, GUMP, STRAUSS, HAUER & FELD, LLP Suite, Apt. #, etc. 22 590 MADISON AVE. City & State 23 NEW YORK, NY Zip 24 10022 Country 25 US		2a. Mailing Address 27 590 MADISON AVE. Suite, Apt. #, etc. 28 NEW YORK, NY City & State 29 10022 Zip 30 US		3. Date Incorporated or Qualified 06/05/1990	4. FEI Number 13-3259731 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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

11. Pursuant to the provisions of Sections 607.01(2) and 607.15(8), 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	PD	1.1 TITLE	PD
NAME	GOODMAN, GARY A.	1.2 NAME	GOODMAN, GARY A.
STREET ADDRESS	300 PARK AVE	1.3 STREET ADDRESS	590 MADISON AVE.
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	NEW YORK, NY 10022
TITLE	VS	2.1 TITLE	
NAME	GIOIA, JOSEPH A.	2.2 NAME	
STREET ADDRESS	245 GREEN VILLAGE RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	CHATHAM TOWNSHIP NJ	2.4 CITY-ST-ZIP	
TITLE	AS	3.1 TITLE	
NAME	LEWIS, ROBIN F	3.2 NAME	
STREET ADDRESS	245 GREEN VILLAGE RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	CHATHAM TOWNSHIP NJ	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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 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 _____

CR2E034 (10/97)