

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

FILED

Jan 17 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 # **P31535** (8)

1. Corporation Name
PB ACQUISITION CORP.

Principal Place of Business
**280 PARK AVENUE
EAST BLDG., 20TH FLOOR
NEW YORK NY 10017
US**

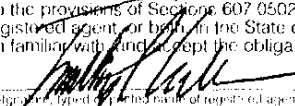
Mailing Address
**280 PARK AVENUE
EAST BLDG., 20TH FLOOR
NEW YORK NY 10017-1218
US**



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/26/1990		3a. Date of Last Report 02/13/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 75-2349514		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYES ST. SUITE 105 TALLAHASSEE FL 32301				10. Name and Address of New Registered Agent 81 Name CT Corporation System 82 Street Address (P.O. Box Number is Not Acceptable) 1200 South Pine Island Road 83 84 City Plantation, FL 85 Zip Code 33324			
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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:  **TIMOTHY E. CARLSON**
ASSISTANT SECRETARY
DATE: **1/7/97**

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP
	PO FRIEDMAN, WILLIAM S	280 PARK AVENUE, EAST BLDG., 20TH FLOOR	NEW YORK NY		V/S Hartman, Lawrence S.	280 Park Avenue, East Building, 20th Floor	New York, NY 10017
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY - ST - ZIP
	VP DOYLE, JOHN A	280 PARK AVENUE, EAST BLDG., 20TH FLOOR	NEW YORK NY				
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY - ST - ZIP
	S MIGHDOLL, STEPHEN J.	280 PARK AVENUE EAST BUILD, 20TH FLOOR	NEW YORK NY				
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY - ST - ZIP
	T ROTH, IVAN	280 PARK AVENUE, EAST BLDG., 20TH FLOOR	NEW YORK NY				
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY - ST - ZIP
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	6.1 TITLE	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:  **Lawrence S. Hartman** 1/3/97 (212) 949-5000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE DAYTIME PHONE #

CR2E034 (9/96)