
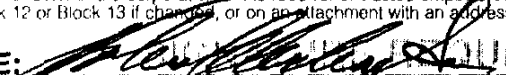
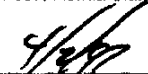


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED  
Apr 23 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 # P32265 (1)			
1. Corporation Name SHENANDOAH BREEN CORPORATION			
Principal Place of Business %WEISSBARTH ALTMAN & MICHAELSON 156 WEST 56TH ST. NEW YORK NY 10019		Mailing Address %WEISSBARTH ALTMAN & MICHAELSON 156 WEST 56TH ST. NEW YORK NY 10019-3800	
2. Principal Place of Business		2a. Mailing Address	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.	
22 City & State		27 City & State	
23 Zip		28 Zip	
24 Country		29 Country	
25		30	
9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYES STREET 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	
85 Zip Code		FL	
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 _____ Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE _____			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PTD NAME MICHAELSON, ROBERT T. STREET ADDRESS 156 WEST 56TH STREET CITY- ST- ZIP NEW YORK NY		1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY- ST- ZIP	
TITLE V NAME GANG, MARTIN STREET ADDRESS 156 WEST 56TH STREET CITY- ST- ZIP NEW YORK NY		2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY- ST- ZIP	
TITLE SD NAME BAKER, EDWIN H. STREET ADDRESS 250 PARK AVE. CITY- ST- ZIP NEW YORK NY		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY- ST- ZIP	
TITLE AS NAME ROSS, CORA D. STREET ADDRESS 250 PARK AVENUE CITY- ST- ZIP NEW YORK NY		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY- ST- ZIP	
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:   SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date: 4/23/97 Daytime Phone #: 212-265-7500			

CR2E034 (9/96)