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**May 02 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P32289 (1)
1. Corporation Name
FAIR PINE, INC.



Principal Place of Business
**ATTN: STUART KOENIG
P.O. BOX 478
NEW YORK NY 10274-0478**

Mailing Address
**85 BROAD STREET
19TH FLOOR REAL ESTATE DEPT.
NEW YORK NY 10004-2434
US**

3. Date Incorporated or Qualified 12/27/1990	3a. Date of Last Report 03/12/1996
4. FEI Number 13-3594247	Applied For 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	25 Country	28 Zip	30 Country

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

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 607.0502 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		DELETED
TITLE	AS HILL, MITCHELL C.	<input type="checkbox"/>
NAME	85 BROAD STREET	
STREET ADDRESS	NEW YORK NY	
CITY-ST-ZIP		
TITLE	AS MCHUGH, JAMES B.	<input type="checkbox"/>
NAME	85 BROAD STREET	
STREET ADDRESS	NEW YORK NY	
CITY-ST-ZIP		
TITLE	VS WILLIAMS, TODD A	<input type="checkbox"/>
NAME	85 BROAD STREET	
STREET ADDRESS	NEW YORK NY	
CITY-ST-ZIP		
TITLE	T VINAR, DAVID A	<input type="checkbox"/>
NAME	85 BROAD STREET	
STREET ADDRESS	NEW YORK NY	
CITY-ST-ZIP		
TITLE	AS DECARO, ANGELO	<input type="checkbox"/>
NAME	85 BROAD STREET	
STREET ADDRESS	NEW YORK NY	
CITY-ST-ZIP		
TITLE	AS STECHER, ESTA E.	<input type="checkbox"/>
NAME	85 BROAD STREET	
STREET ADDRESS	NEW YORK NY	
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
1.2 NAME			
1.3 STREET ADDRESS	SEE ATTACHMENT A FOR COMPLETE LIST OF DIRECTORS AND OFFICERS		
1.4 CITY-ST-ZIP			
2.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
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 _____ DATE _____

CR2E034 (9/96)

ATTACHMENT A

FAIRPINE, INC.

Directors

Address

David T. Hamamoto
Daniel M. Neidich

85 Broad Street, New York, New York 10004
85 Broad Street, New York, New York 10004

Officers

Office

Name

Address

President:

Daniel M. Neidich

85 Broad Street, New York, NY 10004

Vice Presidents:

Kevin D. Naughton
Douglas A. Kessler
David T. Hamamoto
Todd A. Williams

85 Broad Street, New York, NY 10004
100 Crescent Court, Suite 1000, Dallas, Texas 75201
85 Broad Street, New York, NY 10004
100 Crescent Court, Suite 1000, Dallas, Texas 75201

Secretary:

Todd A. Williams

100 Crescent Court, Suite 1000, Dallas, Texas 75201

Treasurer:

David A. Viniar

85 Broad Street, New York, NY 10004

Assistant Secretary:

Mitchell C. Hill
Esta E. Stecher
James B. McHugh

85 Broad Street, New York, NY 10004
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