

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

FILED
Feb 05 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 # P32495 (4)
 1. Corporation Name
O'CONNOR MANAGEMENT INCORPORATED



Principal Place of Business 399 PARK AVENUE 25TH FLOOR NEW YORK NY 10022	Mailing Address 399 PARK AVENUE 25TH FLOOR NEW YORK NY 10022
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/16/1991	
21	26	4. FEI Number 13-3214722		Applied For Not Applicable	
Suite, Apt #, etc.		Suite, Apt #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		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	
23	28	Zip		Country	
24	25	29	30		

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				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 _____
 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	P <input checked="" type="checkbox"/> DELETE	1.1 TITLE	P/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BRUMBERG, LEONARD I.	1.2 NAME	JOHN E. PHELAN, SR.
STREET ADDRESS	208 WOODBINE AVENUE	1.3 STREET ADDRESS	15 COBBLEFIELD LANE
CITY-ST-ZIP	MERRICK NY	1.4 CITY-ST-ZIP	WHITE PLAINS NY
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	SVP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PHELAN, JOHN E., JR.	2.2 NAME	
STREET ADDRESS	51 GLENDALE AVE.	2.3 STREET ADDRESS	
CITY-ST-ZIP	LIVINGSTON NJ	2.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DIENST, GARY J	3.2 NAME	
STREET ADDRESS	80 MOUNT BETHEL AVENUE	3.3 STREET ADDRESS	
CITY-ST-ZIP	WARREN NJ	3.4 CITY-ST-ZIP	
TITLE	SVCP <input type="checkbox"/> DELETE	4.1 TITLE	SVP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CORCORAN, DENNIS	4.2 NAME	
STREET ADDRESS	10 WEYMOUTH DR	4.3 STREET ADDRESS	
CITY-ST-ZIP	HOWELL NJ	4.4 CITY-ST-ZIP	
TITLE	SVP <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EPPELE, JAMES	5.2 NAME	
STREET ADDRESS	133 WASHINGTON AVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	CHATHAM NJ	5.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TRAINA, MARY	6.2 NAME	
STREET ADDRESS	100 MENLO PARK	6.3 STREET ADDRESS	
CITY-ST-ZIP	EDISON NJ	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: _____

Signature Required

1/22/98

CR2E034 (10/97)