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Mar 14 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 # P34709 (6)  
1. Corporation Name  
LS BAYPORT INC.



Principal Place of Business  
C/O DEAN WITTER REALTY INC.  
TWO WORLD TRADE CENTER, 64TH FLOOR  
NEW YORK NY 10048

Mailing Address  
C/O DEAN WITTER REALTY INC.  
TWO WORLD TRADE CENTER, 64TH FLOOR  
NEW YORK NY 10048-0203

3. Date Incorporated or Qualified 07/17/1991	3a. Date of Last Report 07/17/1996
4. FEI Number 13-3607934	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	28 Zip
24 Country	29 Country
25	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
		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 \_\_\_\_\_ (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	P
NAME	HARDMAN, E.D. JR.	1.2 NAME	
STREET ADDRESS	TWO WORLD TRADE CENTER	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10048	1.4 CITY-ST-ZIP	
TITLE	DC	2.1 TITLE	
NAME	SMITH, WILLIAM B	2.2 NAME	
STREET ADDRESS	TWO WORLD TRADE CENTER	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10048	2.4 CITY-ST-ZIP	
TITLE	DS	3.1 TITLE	
NAME	CARMAN, RONALD T	3.2 NAME	
STREET ADDRESS	TWO WORLD TRADE CENTER	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10048	3.4 CITY-ST-ZIP	
TITLE	DAS	4.1 TITLE	D
NAME	HORGAN, MATTHEW M	4.2 NAME	
STREET ADDRESS	2 WORLD TRADE CENTER	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10048	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 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 \_\_\_\_\_ President (415) 693-6628

CR2E034 (9/96)