

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

FILED

**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
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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
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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. Country	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

B1. Name
B2. Street Address (P.O. Box Number is Not Acceptable)
B3.
B4. City
B5. 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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	HARDMAN, E.D. JR.	
STREET ADDRESS	TWO WORLD TRADE CENTER	
CITY-ST-ZIP	NEW YORK NY 10048	
TITLE	DC	<input type="checkbox"/> DELETE
NAME	SMITH, WILLIAM B	
STREET ADDRESS	TWO WORLD TRADE CENTER	
CITY-ST-ZIP	NEW YORK NY 10048	
TITLE	DS	<input type="checkbox"/> DELETE
NAME	CARMAN, RONALD T	
STREET ADDRESS	TWO WORLD TRADE CENTER	
CITY-ST-ZIP	NEW YORK NY 10048	
TITLE	DAS	<input type="checkbox"/> DELETE
NAME	HORGAN, MATTHEW M	
STREET ADDRESS	2 WORLD TRADE CENTER	
CITY-ST-ZIP	NEW YORK NY 10048	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 _____ **President** (415) 693-6628

CR2E034 (9/96)