

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

FILED

May 20 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		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 Morgan Stanley Dean Witter & Co. 1221 Avenue of the Americas 23rd FL. New York, New York 10020		Mailing Address	
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
3. Date Incorporated or Qualified 07-17-91		3a. Date of Last Report 02-18-97	
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 checked="" type="checkbox"/> No			
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
		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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____			
12. OFFICERS AND DIRECTORS			
TITLE	C/D	<input type="checkbox"/> DELETE	
NAME	Smith, William B.		
STREET ADDRESS	2 World Trade Center		
CITY-ST-ZIP	New York, NY 10048		
TITLE	P/D	<input type="checkbox"/> DELETE	
NAME	Hardman, E. Davisson, Jr.		
STREET ADDRESS	2 World Trade Center		
CITY-ST-ZIP	New York, NY 10048		
TITLE	AVP	<input type="checkbox"/> DELETE	
NAME	Douglas, Raymond F.		
STREET ADDRESS	101 California Street		
CITY-ST-ZIP	San Francisco, CA 94111		
TITLE	S/D	<input type="checkbox"/> DELETE	
NAME	Carman, Ronald T.		
STREET ADDRESS	1585 Broadway		
CITY-ST-ZIP	New York, NY 10036		
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		<input 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		<input 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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.			
SIGNATURE: <i>Raymond F. Douglas</i>		RAYMOND F. DOUGLAS ASST. VICE PRESIDENT	
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		Date: 4/30/98 (212) 762-6904 Daytime Phone #	

CR2E034 (3/96)