

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

FILED
Mar 11, 1999 8:00 am
Secretary of State

03-11-1999 90065 036 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P 34709 06(6)
 1. Corporation Name
 LS Bayport Inc.

Principal Place of Business c/o Morgan Stanley Dean Witter 1585 Broadway New York, N.Y. 10036	Mailing Address c/o Morgan Stanley Dean Witter 1221 Avenue of the Americas = 23rd Fl. New York, NY 10020
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 07-17-91	4. FEI Number 13-3607934	Applied For <input type="checkbox"/> 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 owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent
 CP 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	William B. Smith	
STREET ADDRESS	423 Hillside Avenue	
CITY-ST-ZIP	Westfield, N.J. 07090	
TITLE	President	<input type="checkbox"/> DELETE
NAME	E. Daviðsson Hardman, Jr.	
STREET ADDRESS	3 Loder Street	
CITY-ST-ZIP	Rye, New York 10580	
TITLE	Vice President	<input type="checkbox"/> DELETE
NAME	Robert B. Austin	
STREET ADDRESS	17 Manitou Circle	
CITY-ST-ZIP	Westfield, N.J. 07090	
TITLE	Secretary	<input type="checkbox"/> DELETE
NAME	Ronald T. Carman	
STREET ADDRESS	436 N.Village Avenue	
CITY-ST-ZIP	Rocville, Centre, N.Y. 11570	
TITLE	Controller	<input type="checkbox"/> DELETE
NAME	Lawrence Volpe	
STREET ADDRESS	61 Strawtown Road	
CITY-ST-ZIP	New City, N.Y. 10956	
TITLE	Assistant Secretary	<input type="checkbox"/> DELETE
NAME	William J. O'Shaughnessy	
STREET ADDRESS	60 Hedges Avenue	
CITY-ST-ZIP	Chatham, N.J. 07928	

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 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, with all other like empowered.

SIGNATURE: *Bryce Sandberg* Bryce Sandberg Vice President 2/2/99 (212) 762-6904
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)