

**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<br>ANNUAL REPORT<br><b>1999</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Katherine Harris</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|--|---|--|

**DOCUMENT #** P 34709 06(6)  
 1. Corporation Name  
 LS Bayport Inc.

|  |   |
|--|---|
| Principal Place of Business<br>c/o Morgan Stanley Dean Witter<br>1585 Broadway<br>New York, N.Y. 10036 | Mailing Address<br>c/o Morgan Stanley Dean Witter<br>1221 Avenue of the Americas = 23rd Fl.<br>New York, NY 10020 |
|--|---|

DO NOT WRITE IN THIS SPACE

|   |  |
|---|--|
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country |
|---|--|

|  |                                |  |
|--|--------------------------------|--|
| 3. Date Incorporated or Qualified<br>07-17-91  | 4. FEI Number<br>13-3607934    | Applied For<br><input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired<br><input type="checkbox"/>   | \$8.75 Additional Fee Required |  |
| 6. Election Campaign Financing<br>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 |   | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |   |
|----------------------------|---|---|---|
| TITLE                      | CEO <input type="checkbox"/> DELETE                 | 1.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | William B. Smith                                    | 1.2 NAME  |   |
| STREET ADDRESS             | 423 Hillside Avenue                                 | 1.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | Westfield, N.J. 07090                               | 1.4 CITY-ST-ZIP                                       |   |
| TITLE                      | President <input type="checkbox"/> DELETE           | 2.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | E. Daviðsson Hardman, Jr.                           | 2.2 NAME  |   |
| STREET ADDRESS             | 3 Loder Street                                      | 2.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | Rye, New York 10580                                 | 2.4 CITY-ST-ZIP                                       |   |
| TITLE                      | Vice President <input type="checkbox"/> DELETE      | 3.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | Robert B. Austin                                    | 3.2 NAME  |   |
| STREET ADDRESS             | 17 Manitou Circle                                   | 3.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | Westfield, N.J. 07090                               | 3.4 CITY-ST-ZIP                                       |   |
| TITLE                      | Secretary <input type="checkbox"/> DELETE           | 4.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | Ronald T. Carman                                    | 4.2 NAME  |   |
| STREET ADDRESS             | 436 N.Village Avenue                                | 4.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | Rocville, Centre, N.Y. 11570                        | 4.4 CITY-ST-ZIP                                       |   |
| TITLE                      | Controllor <input type="checkbox"/> DELETE          | 5.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | Lawrence Volpe                                      | 5.2 NAME  |   |
| STREET ADDRESS             | 61 Strawtown Road                                   | 5.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | New City, N.Y. 10956                                | 5.4 CITY-ST-ZIP                                       |   |
| TITLE                      | Assistant Secretary <input type="checkbox"/> DELETE | 6.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | William J. O'Shaughnessy                            | 6.2 NAME  |   |
| STREET ADDRESS             | 60 Hedges Avenue                                    | 6.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | Chatham, N.J. 07928                                 | 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)