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May 02 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 # P35444

(9)

1. Corporation Name
PARKWOOD PROPERTIES CORP.

Principal Place of Business
C/O BANKERS TRUST COMPANY
280 PARK AVENUE, 23 WEST
NEW YORK NY 10017

Mailing Address
C/O BANKERS TRUST COMPANY
280 PARK AVENUE, 23 WEST
NEW YORK NY 10017-1218



3. Date Incorporated or Qualified 09/10/1991 3a. Date of Last Report 01/30/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 13-3626717		Applied For	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.				Not Applicable	
22. City & State		27. City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country		29. Country		30. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYES STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83. City
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	P EGAN, JAMES D. <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	280 PARK AVE.,	1.2 NAME	
STREET ADDRESS	NEW YORK NY	1.3 STREET ADDRESS	
CITY - ST - ZIP	VP	1.4 CITY - ST - ZIP	
TITLE	JOHNSON, ALEXANDER B.V. <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	280 PARK AVE., 23 WEST	2.2 NAME	
STREET ADDRESS	NEW YORK NY	2.3 STREET ADDRESS	
CITY - ST - ZIP	VP	2.4 CITY - ST - ZIP	
TITLE	MORRISON, BRUCE <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	280 PARK AVE.,	3.2 NAME	
STREET ADDRESS	NEW YORK NY	3.3 STREET ADDRESS	
CITY - ST - ZIP	T	3.4 CITY - ST - ZIP	
TITLE	SCHULMAN, STEWART <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	280 PARK AVE., 23 WEST	4.2 NAME	
STREET ADDRESS	NEW YORK NY 10017	4.3 STREET ADDRESS	
CITY - ST - ZIP	AT/S	4.4 CITY - ST - ZIP	
TITLE	DIGRAEIA, JOSEPH <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	130 LIBERTY ST.	5.2 NAME	
STREET ADDRESS	NEW YORK NY 10017	5.3 STREET ADDRESS	
CITY - ST - ZIP	VP	5.4 CITY - ST - ZIP	
TITLE	SPOSITO, GREGORY <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	280 PARK AVE	6.2 NAME	
STREET ADDRESS	NEW YORK NY	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: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date: _____ Daytime Phone: _____

CR2E034 (9/96)