

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

FILED
May 02 1997 8:00am
Secretary of State

| | | |
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| 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.



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|--|---|
| 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 |
|--|---|

| | |
|--------------------------------|-------------------------|
| 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. | 30. |

| | |
|--|--|
| 3. Date Incorporated or Qualified 09/10/1991 | 3a. Date of Last Report 01/30/1996 |
| 4. FEI Number 13-3626717 | 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 | |

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

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|--|
| 81. Name |
| 82. Street Address (P.O. Box Number is Not Acceptable) |
| 83. |
| 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)

12. OFFICERS AND DIRECTORS

| | | | | |
|-------|-------------------------|---|-------------|---------------------------------|
| TITLE | NAME | STREET ADDRESS | CITY-ST-ZIP | <input type="checkbox"/> DELETE |
| P | EGAN, JAMES D. | 280 PARK AVE., NEW YORK NY | VP | |
| | JOHNSON, ALEXANDER B.V. | 280 PARK AVE., 23 WEST NEW YORK NY | VP | |
| | MORRISON, BRUCE | 280 PARK AVE., NEW YORK NY | T | |
| | SCHULMAN, STEWART | 280 PARK AVE., 23 WEST NEW YORK NY 10017 | AT/S | |
| | DIGRAEIA, JOSEPH | 130 LIBERTY ST. NEW YORK NY 10017 | VP | |
| | SPOSITO, GREGORY | 280 PARK AVE NEW YORK NY | | |

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 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

CR2E034 (9/96)