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May 10, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
 1999



FLORIDA DEPARTMENT OF STATE
 Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P35444 (9)

1. Corporation Name
 Parkwood Properties

Principal Place of Business: 40 Bankers Trust Company, 130 Liberty, New York, NY 10006
 Mailing Address: Corporate Tax Department, PO Box 1703, Wall Street Station, New York NY 10368

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-24)
 2a. Mailing Address (26-30)

3. Date Incorporated or Qualified: 09/10/1991
 4. FEI Number: 13-3626717
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax: Yes 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 (81-85)

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: _____

OFFICERS AND DIRECTORS

NAME	TITLE	DELETED
Egan, James D.	VP	<input type="checkbox"/>
Johnson, Alexander B.V.	VP	<input type="checkbox"/>
Morrison, Bruce	VP	<input type="checkbox"/>
Schulman Stewart	VP	<input type="checkbox"/>
Dibrazia Joseph	VP	<input type="checkbox"/>
Sposito Gregory	VP	<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP	3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP	4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	6.1 TITLE	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: _____
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 Date: 04/23/99
 Daytime Phone #: 212-250-2277

CR2E034 (11/98)