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

PROFIT CORPORATION ANNUAL REPORT 1998 **DOCUMENT #** M.D. SASS REALTY CORP. Principal Place of Business 2. Principal Place of Business Suite, Apt. #. etc. City & State Zin 25

FLORIDA DEPARTMEN Secretary of S DIVISION OF CORPO

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FILED May 08 1998 8:00am Secretary of State

Mailing Address % REAL ESTATE CAPITAL PARTNERS 1185 AVE OF THE AMERICAS NEW YORK NY 10036 % REAL ESTATE CAPITAL PART 1185 AVE OF THE AMERICAS DO NOT WRITE IN THIS SPACE NEW YORK NY 10036 3. Date Incorporated or Qualified 10/16/1991 2a. Mailing Address 4. FEI Number Applied For Not Applicable 13-3637715 21 26 Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired Fee Regulred 27 City & State \$5.00 May Be 6. Election Campaign Financing 23 28 Trust Fund Contribution Added to Fees Country Country 8. This corporation owes or has paid the current year Intangible 24 29 Personal Property Tax due June 30. Yes 30 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET 82 Street Address (P.O. Box Number is Not Acceptable) SUFFE 105 83 TALLAHASSEE FL 32301 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, typed or printed name of registered agent and title if applicable (NOTE Registered Agent signature required when reinstating) (10/97)ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12. OFFICERS AND DIRECTORS 13. DELETE Change Addition TITLE 1.1 TITLE KINNEY, ROBERT L. NAME 1.2 NAME CR2E034 1185 AVE OF THE AMERICAS STREET ADDRESS 1.3 STREET ADDRESS **NEW YORK NY** CITY-ST-ZIP 1.4 CITY - ST - ZIP DELETE Addition Change TITLE 2.1 TITLE SHEWER, KARIN E. NAME 2.2 NAME 1185 AVE OF THE AMERICAS STREET ADDRESS 23 STREET ADDRESS **NEW YORK NY** CITY-ST-ZIP HTY-ST-ZIP DELETE Change Addition LAMLE, HUGH R. NAME AME 1185 AVE OF THE AMERICAS STREET ADDRESS REET ADDRESS **NEW YORK NY** CITY-ST-ZIP DELETE Addition TITLE ΊŁΕ WINTER, MARTIN E. NAME 1185 AVE OF THE AMERICAS STREET ADDRESS 4.3 STREET ADDRESS **NEW YORK NY** CITY-ST-ZIP TY-ST-ZIP DELETE Change Addition 51 Trfi F STONE, FRED M. NAME 5.2 AME 1185 AVE OF THE AMERICAS STREET ADDRESS 5.3 FREET ADDRESS **NEW YORK NY** ITY-ST-ZIP CITY-ST-ZIP Change DELETE Addition SASS, MARTIN D. 1185 AVE OF THE AMERICAS 6.3 STREET ADDRESS

OF STATE

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4.1 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.

SIGNATURE:

NEW YORK NY