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FILED
May 15 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 # P93000032366 (5)

1. Corporation Name

MELDISCO K-M SEBASTIAN, FL., INC.

4021



Principal Place of Business

13355 US HWY #1
SEBASTIAN FL 32958
US

Mailing Address

933 MACARTHUR BLVD
MAHWAH NJ 07430-3045
US

3. Date Incorporated or Qualified
05/04/1993

3a. Date of Last Report
05/01/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

4. FEI Number
22-3235557

Applied For
Not Applicable

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 has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

UNITED STATES CORPORATION COMPANY
1201 HAYES ST
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

84 City

FL

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

Signature, typed or printed name of registered agent and fee if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

| | | |
|----------------|--------------------|--------|
| TITLE | PD | DELETE |
| NAME | SHEPARD, JEFFREY | |
| STREET ADDRESS | 933 MACARTHUR BLVD | |
| CITY-ST-ZIP | MAHWAH NJ | |
| TITLE | VSTD | DELETE |
| NAME | FALKOFF, MARTIN | |
| STREET ADDRESS | 933 MACARTHUR BLVD | |
| CITY-ST-ZIP | MAHWAH NJ | |
| TITLE | AT | DELETE |
| NAME | WOJNO, THOMAS | |
| STREET ADDRESS | 933 MACARTHUR BLVD | |
| CITY-ST-ZIP | MAHWAH NJ | |
| TITLE | AT | DELETE |
| NAME | KAKAR, MANOHAR | |
| STREET ADDRESS | 933 MACARTHUR BLVD | |
| CITY-ST-ZIP | MAHWAH NJ | |
| TITLE | D | DELETE |
| NAME | PALIZZI, ANTHONY | |
| STREET ADDRESS | 3100 W BIG BEAVER | |
| CITY-ST-ZIP | TROY MI | |
| TITLE | | DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|--------------------|--------|----------|
| 1.1 TITLE | Change | Addition |
| 1.2 NAME | | |
| 1.3 STREET ADDRESS | | |
| 1.4 CITY-ST-ZIP | | |
| 2.1 TITLE | Change | Addition |
| 2.2 NAME | | |
| 2.3 STREET ADDRESS | | |
| 2.4 CITY-ST-ZIP | | |
| 3.1 TITLE | Change | Addition |
| 3.2 NAME | | |
| 3.3 STREET ADDRESS | | |
| 3.4 CITY-ST-ZIP | | |
| 4.1 TITLE | Change | Addition |
| 4.2 NAME | | |
| 4.3 STREET ADDRESS | | |
| 4.4 CITY-ST-ZIP | | |
| 5.1 TITLE | Change | Addition |
| 5.2 NAME | | |
| 5.3 STREET ADDRESS | | |
| 5.4 CITY-ST-ZIP | | |
| 6.1 TITLE | Change | Addition |
| 6.2 NAME | | |
| 6.3 STREET ADDRESS | | |
| 6.4 CITY-ST-ZIP | | |

RANDALL S. PROFFITT

MAUREEN RICHARDS
933 MACARTHUR BLVD.
MAHWAH, N.J. 07430

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

JAN 10 1997

(201) 934-2000

Date

Daytime Phone #

0002694

CR2E034 (9/96)