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**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 # P93000061165 (5)

1. Corporation Name
MELDISCO K-M 4140 TOWN CENTER BLVD., FL., INC.

LD9D



Principal Place of Business
**ONE THEALL ROAD
RYE NY 10580**

Mailing Address
**933 MACARTHUR BLVD
MAHWAH NJ 07430-2045
US**

3. Date Incorporated or Qualified
09/01/1993

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

2. Principal Place of Business	2a. Mailing Address	4. FEI Number 22-3255744	Applied For Not Applicable
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
22. City & State	27. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
23. Zip	28. Zip	30. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
24. Country	25. Country	29. Country	

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

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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	SHEPARD, JEFFREY	
STREET ADDRESS	933 MACARTHUR BLVD	
CITY-ST-ZIP	MAHWAH NJ	
TITLE	VSTD	<input type="checkbox"/> DELETE
NAME	FALKOFF, MARTIN	
STREET ADDRESS	933 MACARTHUR BLVD	
CITY-ST-ZIP	MAHWAH NJ	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	WOJNO, THOMAS	
STREET ADDRESS	933 MACARTHUR BLVD	
CITY-ST-ZIP	MAHWAH NJ	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	KAKAR, MANOHAR	
STREET ADDRESS	933 MACARTHUR BLVD	
CITY-ST-ZIP	MAHWAH NJ	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PALIZZI, ANTHONY	
STREET ADDRESS	3100 W BIG BEAVER	
CITY-ST-ZIP	TROY MI	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	RANDALL S. PROFFITT
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 checked="" type="checkbox"/> Addition
6.2 NAME	S MAUREEN RICHARDS
6.3 STREET ADDRESS	933 MACARTHUR BLVD.
6.4 CITY-ST-ZIP	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 9 1997 (201) 934-2000

CR2E034 (9/96)