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PROFIT  
CORPORATION  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
May 16 1996 8:00 am  
Secretary of State

DOCUMENT # P93000086970 (9)

1. Corporation Name

WSM SOUTH FLORIDA CORP.

Principal Place of Business

C/O STEPHANIE WITHERALL-FIELD  
3000 K STREET, N.W.  
WASHINGTON DC 20007

Mailing Address

C/O STEPHANIE WITHERALL-FIELD  
3000 K STREET, N.W.  
WASHINGTON DC 20007

3. Date Incorporated or Qualified

12/21/1993

3a. Date of Last Report

08/14/1995

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM  
1200 SOUTH PIN E ISLAND RD.  
PLANTATION FL 33324

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 date of signature

(NOTE: Registered Agent signature required when changing state)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

|                |                              |  |
|----------------|------------------------------|--|
| TITLE          | PD                           | <input checked="" type="checkbox"/> DELETE |
| NAME           | MILLER, HERBERT S            |  |
| STREET ADDRESS | 3000 K STREET, N.W., STE 400 |  |
| CITY-ST-ZIP    | WASHINGTON DC                |  |
| TITLE          | VTD                          | <input type="checkbox"/> DELETE            |
| NAME           | SIEGEL, LAURENCE C           |  |
| STREET ADDRESS | 3000 K STREET, N.W., STE 400 |  |
| CITY-ST-ZIP    | WASHINGTON DC                |  |
| TITLE          | SD                           | <input checked="" type="checkbox"/> DELETE |
| NAME           | SALERNO, RONALD P            |  |
| STREET ADDRESS | 3000 K STREET, N.W., STE 400 |  |
| CITY-ST-ZIP    | WASHINGTON DC                |  |
| TITLE          |                              | <input type="checkbox"/> DELETE            |
| NAME           |                              |  |
| STREET ADDRESS |                              |  |
| CITY-ST-ZIP    |                              |  |
| TITLE          |                              | <input type="checkbox"/> DELETE            |
| NAME           |                              |  |
| STREET ADDRESS |                              |  |
| CITY-ST-ZIP    |                              |  |
| TITLE          |                              | <input type="checkbox"/> DELETE            |
| NAME           |                              |  |
| STREET ADDRESS |                              |  |
| CITY-ST-ZIP    |                              |  |

|                    |  |
|--------------------|--|
| 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          | Chairman <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition  |
| 2.2 NAME           |  |
| 2.3 STREET ADDRESS |  |
| 2.4 CITY-ST-ZIP    |  |
| 3.1 TITLE          | Secretary <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME           | Thomas E. Frost  |
| 3.3 STREET ADDRESS | 3000 K Street, N.W., Ste 400   |
| 3.4 CITY-ST-ZIP    | Washington, DC 20007   |
| 4.1 TITLE          | Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition  |
| 4.2 NAME           | Peter B. McMillan  |
| 4.3 STREET ADDRESS | 3000 K Street, NW Ste 400  |
| 4.4 CITY-ST-ZIP    | Washington, DC 20007   |
| 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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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

5/13/96

202-965-3600

CR2E034 (12/95)