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Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P95000017672 (3)

1. Corporation Name
SHENANDOAH MGP CORP.



Principal Place of Business: ROBERT MICHAELSON(WEISSBARTH ALTMAN ET AL)
156 W. 56TH ST., 12TH FLOOR
NEW YORK NY 10019

Mailing Address: ROBERT MICHAELSON(WEISSBARTH ALTMAN ET AL)
156 W. 56TH ST., 12TH FLOOR
NEW YORK NY 10019-3800

3. Date Incorporated or Qualified: 03/03/1995
3a. Date of Last Report: 04/24/1996

4. FEI Number: 13-3840326
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

2. Principal Place of Business: 21 Suite, Apt. #, etc. 22 City & State: 23 Zip: 24 Country: 25

2a. Mailing Address: 26 Suite, Apt. #, etc. 27 City & State: 28 Zip: 29 Country: 30

9. Name and Address of Current Registered Agent
AXELROD, ALAN D
2500 FIRST UNION FINANCIAL CENTER
MIAMI FL 33131

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: FL

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: D
NAME: RONALD ALTMAN
STREET ADDRESS: C/O WAM 156 W 56 ST 12 FLOOR
CITY - ST - ZIP: NEW YORK NY
DELETE:

TITLE: DPT
NAME: ROBERT T. MICHAELSON
STREET ADDRESS: C/O WAM 156 W 56 ST 12 FLOOR
CITY - ST - ZIP: NEW YORK NY
DELETE:

TITLE: VS
NAME: MARTIN GANG
STREET ADDRESS: C/O WAM 156 W 56 ST 12 FLOOR
CITY - ST - ZIP: NEW YORK NY
DELETE:

TITLE: _____
NAME: _____
STREET ADDRESS: _____
CITY - ST - ZIP: _____
DELETE:

TITLE: _____
NAME: _____
STREET ADDRESS: _____
CITY - ST - ZIP: _____
DELETE:

TITLE: _____
NAME: _____
STREET ADDRESS: _____
CITY - ST - ZIP: _____
DELETE:

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: _____

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: *Martin L Gang* MARTIN L GANG 3/2/97 212-265-7500
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)