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Mar 06 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 # 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  
DELETED:

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

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

TITLE: \_\_\_\_\_  
NAME: \_\_\_\_\_  
STREET ADDRESS: \_\_\_\_\_  
CITY - ST - ZIP: \_\_\_\_\_  
DELETED:

TITLE: \_\_\_\_\_  
NAME: \_\_\_\_\_  
STREET ADDRESS: \_\_\_\_\_  
CITY - ST - ZIP: \_\_\_\_\_  
DELETED:

TITLE: \_\_\_\_\_  
NAME: \_\_\_\_\_  
STREET ADDRESS: \_\_\_\_\_  
CITY - ST - ZIP: \_\_\_\_\_  
DELETED:

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 Date: 3/2/97 Daytime Phone #: 212-265-7500

CR2E034 (9/96)