

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/03/1995	
21	Suite, Apt #, etc.	26	Suite, Apt #, etc.	4. FEI Number 13-3840326	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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
				FL	85 Zip Code

11. Pursuant to the provisions of Sections 607.0507 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 the applicable (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	D	<input type="checkbox"/> DELETE		1.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	RONALD ALTMAN			1.2 NAME			
STREET ADDRESS	C/O WAM 156 W 56 ST 12 FLOOR			1.3 STREET ADDRESS			
CITY-ST-ZIP	NEW YORK NY			1.4 CITY-ST-ZIP			
TITLE	DPT	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	ROBERT T. MICHAELSON			2.2 NAME			
STREET ADDRESS	C/O WAM 156 W 56 ST 12 FLOOR			2.3 STREET ADDRESS			
CITY-ST-ZIP	NEW YORK NY			2.4 CITY-ST-ZIP			
TITLE	VS	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	MARTIN GANG			3.2 NAME			
STREET ADDRESS	C/O WAM 156 W 56 ST 12 FLOOR			3.3 STREET ADDRESS			
CITY-ST-ZIP	NEW YORK NY			3.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				6.4 CITY-ST-ZIP			

14. I 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 Gang 4/24/98
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (10/97)