

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

FILED
May 11, 1999 8:00 am
Secretary of State

05-11-1999 90023 034 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P95000017672

1. Corporation Name
SHENANDOAH MGP CORP.



DO NOT WRITE IN THIS SPACE

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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3. Date Incorporated or Qualified 03/03/1995	Applied For <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
4. FEI Number 13-3840326	
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 Zip Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 Zip Country
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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 607.0502 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 <input type="checkbox"/> DELETE
NAME	RONALD ALTMAN
STREET ADDRESS	C/O WAM 156 W 56 ST 12 FLOOR
CITY-ST-ZIP	NEW YORK NY
TITLE	DPT <input type="checkbox"/> DELETE
NAME	ROBERT T. MICHAELSON
STREET ADDRESS	C/O WAM 156 W 56 ST 12 FLOOR
CITY-ST-ZIP	NEW YORK NY
TITLE	VS <input type="checkbox"/> DELETE
NAME	MARTIN GANG
STREET ADDRESS	C/O WAM 156 W 56 ST 12 FLOOR
CITY-ST-ZIP	NEW YORK NY
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	

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 type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME
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 type="checkbox"/> Addition
6.2 NAME
6.3 STREET ADDRESS
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, with all other like empowered.

SIGNATURE: _____ Date: **5/11/99** Daytime Phone # _____

CR2E034 (11/98)