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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 # P95000017677 (2)

1. Corporation Name
REGENCY 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**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 13-3840323		Applied For Not Applicable	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22	City & State	27	City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23	Zip	28	Zip	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
24	Country	29	Country				

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 _____ DATE _____
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALTMAN, RONALD	1.2 NAME	
STREET ADDRESS	C/O WAM, 156 W 56TH ST., 12 FL	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	
TITLE	DPT	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MICHAELSON, ROBERT T	2.2 NAME	
STREET ADDRESS	C/O WAM, 156 W 56 ST., 12 FL	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	
TITLE	VS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GANG, MARTIN	3.2 NAME	
STREET ADDRESS	C/O WAM, 156 W 56 ST., 12 FL	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	
TITLE		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		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		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 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** 2/2/97 212-265-7500
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Day-mo-yr File # 0004142

CR2E034 (9/96)