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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 # P95000017684 (8)

1. Corporation Name
PGA MGP CORP.



Principal Place of Business Mailing Address
ROBERT MICHAELSON(WEISSBARTH ALTMAN ET AL) ROBERT MICHAELSON(WEISSBARTH ALTMAN ET AL)
156 W. 56TH ST., 12TH FLOOR 156 W. 56TH ST., 12TH FLOOR
NEW YORK NY 10019 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 13-3840327 Applied For Not Applicable
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing \$5.00 May Be Added to Fees
Trust Fund Contribution
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent
AXELROD, ALAN D 81 Name
2500 FIRST UNION FINANCIAL CENTER 82 Street Address (P.O. Box Number is Not Acceptable)
MIAMI FL 33131 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 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE NAME DELETE 1.1 TITLE Change Addition
NAME C/O WAM 156 W 56 ST. 12 FLOOR 1.2 NAME
STREET ADDRESS NEW YORK NY 1.3 STREET ADDRESS
CITY - ST - ZIP DPT 1.4 CITY - ST - ZIP
TITLE ROBERT T. MICHAELSON DELETE 2.1 TITLE Change Addition
NAME C/O WAM 156 ST. 12 FLOOR 2.2 NAME
STREET ADDRESS NY NY 2.3 STREET ADDRESS
CITY - ST - ZIP VS 2.4 CITY - ST - ZIP
TITLE MARTIN GANG DELETE 3.1 TITLE Change Addition
NAME C/O WAM 156W. 56 ST. 12 FLOOR 3.2 NAME
STREET ADDRESS NY NY 3.3 STREET ADDRESS
CITY - ST - ZIP 3.4 CITY - ST - ZIP
TITLE DELETE 4.1 TITLE Change Addition
NAME 4.2 NAME
STREET ADDRESS 4.3 STREET ADDRESS
CITY - ST - ZIP 4.4 CITY - ST - ZIP
TITLE DELETE 5.1 TITLE Change Addition
NAME 5.2 NAME
STREET ADDRESS 5.3 STREET ADDRESS
CITY - ST - ZIP 5.4 CITY - ST - ZIP
TITLE DELETE 6.1 TITLE Change 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 3/6/97 212-265-7500
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)