

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.  
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED  
Jul 29 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 # P96000033648 (2)

1. Corporation Name

HERON COVE NATIONAL, INC.



Principal Place of Business Mailing Address  
280 PARK AVENUE EAST BLDG. 20TH FLOOR 280 PARK AVENUE EAST BLDG. 20TH FLOOR  
NEW YORK NY 10017 NEW YORK NY 10017

DO NOT WRITE IN THIS SPACE

|                                |  |                     |  |  |  |  |  |
|--------------------------------|--|---------------------|--|--|--|--|--|
| 2. Principal Place of Business |  | 2a. Mailing Address |  | 3. Date Incorporated or Qualified  |  | 3a. Date of Last Report                                  |  |
| 21                             |  | 26                  |  | 04/16/1996   |  |  |  |
| Suite, Apt. #, etc.            |  | Suite, Apt. #, etc. |  | 4. FEI Number  |  | Applied For  |  |
| 22                             |  | 27                  |  | 13-3883843   |  | Not Applicable   |  |
| City & State                   |  | City & State        |  | 5. Certificate of Status Desired   |  | <input type="checkbox"/> \$8.75 Additional Fee Required  |  |
| 23                             |  | 28                  |  | 6. Election Campaign Financing Trust Fund Contribution   |  | <input type="checkbox"/> \$5.00 May Be Added to Fees     |  |
| Zip                            |  | Country             |  | Zip  |  | Country  |  |
| 24                             |  | 25                  |  | 29   |  | 30   |  |
| 25                             |  | 30                  |  | 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

CT CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND RD.  
PLANTATION FL 33324

10. Name and Address of New Registered Agent

|   |             |
|---|-------------|
| 81 Name   | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) |             |
| 83  |             |
| 84 City   | 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

Signature, typed or printed name of registered agent and title if 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 checked="" type="checkbox"/> DELETE |  | 11 TITLE  |                                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |  |
| NAME                       | DOYLE, JOHN A                         |  |  | 12 NAME   |                                       |  |  |
| STREET ADDRESS             | 280 PARK AVENUE EAST BLDG. 20TH FLOOR |  |  | 13 STREET ADDRESS                                     |                                       |  |  |
| CITY-ST-ZIP                | NEW YORK NY 10017-D                   |  |  | 14 CITY-ST-ZIP  |                                       |  |  |
| TITLE                      | D                                     | <input type="checkbox"/> DELETE            |  | 21 TITLE  |                                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |  |
| NAME                       | FREIDMAN, WILLIAM S                   |  |  | 22 NAME   |                                       |  |  |
| STREET ADDRESS             | 280 PARK AVENUE EAST BLDG. 20TH FLOOR |  |  | 23 STREET ADDRESS                                     |                                       |  |  |
| CITY-ST-ZIP                | NEW YORK NY 10017-D                   |  |  | 24 CITY-ST-ZIP  |                                       |  |  |
| TITLE                      |                                       | <input type="checkbox"/> DELETE            |  | 31 TITLE  | P                                     | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |  |
| NAME                       |                                       |  |  | 32 NAME   | FRIEDMAN, WILLIAM S                   |  |  |
| STREET ADDRESS             |                                       |  |  | 33 STREET ADDRESS                                     | 280 PARK AVE., EAST BLDG., 20TH FLOOR |  |  |
| CITY-ST-ZIP                |                                       |  |  | 34 CITY-ST-ZIP  | NEW YORK, NY 10017                    |  |  |
| TITLE                      |                                       | <input type="checkbox"/> DELETE            |  | 41 TITLE  | V/T                                   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |  |
| NAME                       |                                       |  |  | 42 NAME   | MINOR, TODD                           |  |  |
| STREET ADDRESS             |                                       |  |  | 43 STREET ADDRESS                                     | 3100 MONTICELLO, SUITE 200            |  |  |
| CITY-ST-ZIP                |                                       |  |  | 44 CITY-ST-ZIP  | DALLAS, TX 75205                      |  |  |
| TITLE                      |                                       | <input type="checkbox"/> DELETE            |  | 51 TITLE  | V/S                                   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |  |
| NAME                       |                                       |  |  | 52 NAME   | HARTMAN, LAWRENCE S                   |  |  |
| STREET ADDRESS             |                                       |  |  | 53 STREET ADDRESS                                     | 280 PARK AVE., EAST BLDG., 20TH FLOOR |  |  |
| CITY-ST-ZIP                |                                       |  |  | 54 CITY-ST-ZIP  | NEW YORK, NY 10017                    |  |  |
| TITLE                      |                                       | <input type="checkbox"/> DELETE            |  | 61 TITLE  |                                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |  |
| NAME                       |                                       |  |  | 62 NAME   |                                       |  |  |
| STREET ADDRESS             |                                       |  |  | 63 STREET ADDRESS                                     |                                       |  |  |
| CITY-ST-ZIP                |                                       |  |  | 64 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

SIGNATURE REQUIRED

Signature: Hartman 7/23/97 (212) 949-5000

CR2E034 (4/97)