

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

FILED
Feb 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 # 567693
1. Corporation Name
FLC Holding Corp.

Principal Place of Business Mailing Address

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/19/91

2. Principal Place of Business 21 1201 Elm Street Suite, Apt. #, etc. 22 City & State 23 Dallas, TX 24 Zip 75270 25 Country USA	2a. Mailing Address 26 c/o Philippe P. Dauman Suite, Apt. #, etc. 27 1515 Broadway City & State 28 New York, NY 29 Zip 10036 30 Country USA	4. FEI Number 65-0304860 Applied For Not Applicable 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 or has paid the current year Intangible Personal Property Tax due June 30 <input type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent

The Prentice-Hall Corporation System, Inc.
1201 Hays Street
Suite 105
Tallahassee, FL 32301

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 the applicable

(NOTE: Registered Agent signature required when re-registering)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP	SEE ATTACHED	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		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:


Ilene W. Stack
Assistant Secretary 212-258-6874 1/27/98

CR2E034 (10/97)

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FLC Holding Corp.

Directors:

Philippe P. Dauman
George S. Smith, Jr.
John F. Antioco

1515 Broadway, New York, NY 10036
1515 Broadway, New York, NY 10036
1201 Elm Street, Dallas, TX 75270

Officers:

President

John F. Antioco
1201 Elm Street
Dallas, TX 75270

**Executive Vice President &
Secretary**

Philippe P. Dauman
1515 Broadway
New York, NY 10036

**Executive Vice President &
Chief Financial Officer**

Lynn J. Lyall
1201 Elm Street
Dallas, TX 75270

Assistant Secretary

Ilene W. Stack
1515 Broadway
New York, NY 10036