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Mar 05 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 847810 (9)

1. Corporation Name
70001 LTD. INCORPORATED



Principal Place of Business Mailing Address
501 SCHOOL STREET S.W. SUITE 600 WASHINGTON DC 20024
501 SCHOOL STREET S.W. SUITE 600 WASHINGTON DC 20024-2754

3. Date Incorporated or Qualified 12/30/1980
3a. Date of Last Report 03/12/1996

2. Principal Place of Business 2a. Mailing Address

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

22 City & State 27 City & State

23 Zip Country 28 Zip Country

24 25 29 30

4. FEI Number 51-0170226
Applied For Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

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

THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE: Signature type 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	VC (Director)	<input type="checkbox"/> DELETE
NAME	WHITE, ARTHUR	
STREET ADDRESS	8 WRIGHT ST	
CITY-ST-ZIP	WESTPORT CT	
TITLE	president & Director	<input type="checkbox"/> DELETE
NAME	BROWN, LAWRENCE C JR	
STREET ADDRESS	501 SCHOOL STREET, S.W., SUITE 600	
CITY-ST-ZIP	WASHINGTON D.	
TITLE	Chairman, (Director)	<input type="checkbox"/> DELETE
NAME	PEAGLER, OWEN	
STREET ADDRESS	83 WINDHAM STREET	
CITY-ST-ZIP	WILLIMANTIC CT	
TITLE	Secretary/Director	<input type="checkbox"/> DELETE
NAME	COTTEN, BEN ESG	
STREET ADDRESS	1899 L ST NE	
CITY-ST-ZIP	WASHINGTON DC	
TITLE	Director	<input type="checkbox"/> DELETE
NAME	FOX, DAVID	
STREET ADDRESS	265 WEST TRAIL	
CITY-ST-ZIP	STAMFORD CT	
TITLE	Director	<input type="checkbox"/> DELETE
NAME	CONSTANTINE, MANERA	
STREET ADDRESS	1703 SCHOOL LANE	
CITY-ST-ZIP	WILMINGTON DE	

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 checked="" 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 do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.073(1), 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Lawrence C. Brown Jr. President 8/4/97

CR2E037 (9/96)