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Jan 23 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 # 854292 (0)

1. Corporation Name
ICAHN & CO., INC.

Principal Place of Business	Mailing Address
1 WALL STREET COURT SUITE 900 NEW YORK NY 10005 US	1 WALL STREET COURT SUITE 900 NEW YORK NY 10005 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	4. FEI Number	Applied For
21	26	10/06/1982	13-3115882	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired		\$8.75 Additional Fee Required
22	27			
City & State	City & State	6. Election Campaign Financing		\$5.00 May Be Added to Fees
23	28	Trust Fund Contribution		
Zip	Country	7. This corporation owes or has paid the current year Intangible		
24	25	Personal Property Tax due June 30.		

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301

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

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 NAME STREET ADDRESS CITY - ST - ZIP	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP
PD ICAHN, CARL CELIAN 15 W 53RD STREET NEW YORK NY	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP
V BUONATO, RICHARD T. 419 HAWTHORNE STATEN ISLAND NY	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP
STD FREILICH, JOSEPH D. 1 CHATHAM SQUARE PARLIN NJ	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP
TITLE NAME STREET ADDRESS CITY - ST - ZIP	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP
TITLE NAME STREET ADDRESS CITY - ST - ZIP	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 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:

Richard T. Buonato

Richard T. Buonato

(212) 635-5574

CR2E034 (10/97)