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FILED
Jan 27 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997 1-27-97

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

DOCUMENT # M48134 (4)

1. Corporation Name
BARTON INVESTMENT COMPANY

Principal Place of Business
% BESSEMER TRUST CO., N.A.
630 FIFTH AVE
NEW YORK NY 10111

Mailing Address
% BESSEMER TRUST CO., N.A.
630 FIFTH AVE
NEW YORK NY 10111-0100



3. Date Incorporated or Qualified 03/11/1987 4. Date of Last Report 04/09/1996

4. FEI Number 59-2796879 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

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

9. Name and Address of Current Registered Agent
CORPORATION SERVICE COMPANY
1201 HAYES 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 _____ DATE _____
(Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent's signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD KIESEWETTER, JAYNE BARTON <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KIESEWETTER, JAYNE BARTON	1.2 NAME	
STREET ADDRESS	MEADOWBROOK #C-104 13254 POLO CLUB RD	1.3 STREET ADDRESS	
CITY - ST - ZIP	W PALM BEACH FL	1.4 CITY - ST - ZIP	
TITLE	VD GERSTEIN, HERBERT <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GERSTEIN, HERBERT	2.2 NAME	
STREET ADDRESS	111 E. SHORE RD.	2.3 STREET ADDRESS	
CITY - ST - ZIP	MANHASSET NY	2.4 CITY - ST - ZIP	
TITLE	STD POWER, AUSTIN J., JR. <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POWER, AUSTIN J., JR.	3.2 NAME	
STREET ADDRESS	630 5TH AVE. 38TH FLOOR	3.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY	3.4 CITY - ST - ZIP	
TITLE	VD CAMPANILE, ANGELO, D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CAMPANILE, ANGELO, D	4.2 NAME	
STREET ADDRESS	630 5TH AVE 38TH FLOOR	4.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY	4.4 CITY - ST - ZIP	
TITLE	S LOVERDE, FRANK <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOVERDE, FRANK	5.2 NAME	
STREET ADDRESS	630 5TH AVE 38TH FLOOR	5.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY	5.4 CITY - ST - ZIP	
TITLE	D BARTON, SHARI <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARTON, SHARI	6.2 NAME	
STREET ADDRESS	2820 UPTON ST, NW	6.3 STREET ADDRESS	
CITY - ST - ZIP	WASHINGTON DC	6.4 CITY - ST - ZIP	

4. 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: _____ DATE: _____ DAYTIME PHONE # 0005526

(Signature, typed or printed name of signing officer or director)

CR2E034 (9/96)