

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

FILED
Jan 30 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 # 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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/11/1987	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-2796879	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <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 <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 <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 <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 <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 <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARTON, SHARI	6.2 NAME	
STREET ADDRESS	2920 UPTON ST, NW	6.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC	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 upon an attachment with an address.

SIGNATURE: _____ **NOT RECORDED**

CR2E034 (10/97)