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FILED
Feb 20, 1999 8:00 am
Secretary of State

02-20-1999 90067 010 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # M48134

1. Corporation Name
BARTON INVESTMENT COMPANY



DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified
03/11/1987

4. FEI Number
59-2796879

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 owes the current year Intangible Personal Property Tax. 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 Zip Country 25 Country 29 Zip Country 30 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYES STREET
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 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

TITLE PD DELETE
 NAME KIESEWETTER, JAYNE BARTON
 STREET ADDRESS MEADOWBROOK #C-104 13254 POLO CLUB RD
 CITY-ST-ZIP W PALM BEACH FL

TITLE VD DELETE
 NAME GERSTEIN, HERBERT
 STREET ADDRESS 111 E. SHORE RD.
 CITY-ST-ZIP MANHASSET NY

TITLE STD DELETE
 NAME POWER, AUSTIN J., JR.
 STREET ADDRESS 630 5TH AVE. 38TH FLOOR
 CITY-ST-ZIP NEW YORK NY

TITLE VD DELETE
 NAME CAMPANILE, ANGELO, D
 STREET ADDRESS 630 5TH AVE 38TH FLOOR
 CITY-ST-ZIP NEW YORK NY

TITLE S DELETE
 NAME LOVERDE, FRANK
 STREET ADDRESS 630 5TH AVE 38TH FLOOR
 CITY-ST-ZIP NEW YORK NY

TITLE D DELETE
 NAME BARTON, SHARI
 STREET ADDRESS 2920 UPTON ST, NW
 CITY-ST-ZIP WASHINGTON DC

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

6.1 TITLE Change Addition
 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 in an attachment with an address, with all other like empowered.

SIGNATURE: Angelo D. Campanile **REQUIRED** Angelo D. Campanile 2-2-99 212-708-9173
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)