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FILED

**Mar 06 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P15733 (9)

1. Corporation Name
MACANDREWS & FORBES HOLDINGS INC.



Principal Place of Business
~~NEW YORK FORBES~~
~~NEW YORK NY 10021~~
35 East 62nd Street
New York, NY 10021

Mailing Address
~~X X X X X STREET~~
~~X NEW YORK NY 10021~~
5900 N. Andrews Avenue
Suite 700A
Ft. Lauderdale, FL 33309

3. Date Incorporated or Qualified **08/28/1987** 3a. Date of Last Report **10/23/1996**

2. Principal Place of Business
21 35 East 62nd Street

2a. Mailing Address
26 5900 N. Andrews Ave.

4. FEI Number **22-2470551** Applied For Not Applicable

22 Suite, Apt. #, etc.

27 Suite 700A

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

23 City & State
New York, NY

28 City & State
Ft. Lauderdale, FL

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

24 Zip 10021 Country

29 Zip 33309 Country

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

25 Country

30 Broward

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYES STREET
TALLAHASSEE FL 32301**

B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City FL B5 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
NAME	SLOVIN, BRUCE	
STREET ADDRESS	35 EAST 62ND STREET	
CITY - ST - ZIP	FT. LAUDERDALE FL	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	GORDON, HOWARD F.	
STREET ADDRESS	5900 N. ANDREWS AVE., STE. 700A	
CITY - ST - ZIP	FT. LAUDERDALE FL 33309	
TITLE	S	<input type="checkbox"/> DELETE
NAME	DICKES, GLENN P	
STREET ADDRESS	38 E 63 ST	
CITY - ST - ZIP	NEW YORK NY	
TITLE	C	<input type="checkbox"/> DELETE
NAME	WINOKER, LARRY	
STREET ADDRESS	625 MADISON AVENUE	
CITY - ST - ZIP	NEW YORK NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GITTIS, HOWARD	
STREET ADDRESS	35 EAST 62ND STREET	
CITY - ST - ZIP	NEW YORK NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PERELMAN, RONALD O.	
STREET ADDRESS	35 EAST 62ND STREET	
CITY - ST - ZIP	NEW YORK NY	

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	AS
2.3 STREET ADDRESS	David L. Cook
2.4 CITY - ST - ZIP	5900 N. Andrews Ave., Suite 700A Ft. Lauderdale, FL 33309
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	625 Madison Avenue
3.4 CITY - ST - ZIP	New York, NY
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 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: *David L. Cook* David L. Cook 3/3/97 (954) 772-3352

CR2E034 (9/96)