

SECRETARY OF STATE'S ANNUAL VERIFICATION REPORT

Due June 30 — (Corporations must file by this date to avoid bad standing status)

RECORD #: 81990

DUE: June 30, 1990

FILING FEE: 15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

GULFKAY LEASING, INC.
TAREN HOLDINGS INC.
1411 BROADWAY 22ND FL.
NEW YORK, NY 10018

An additional \$10 or \$5 is required if you correct the information listed in block #(5) below. See*

(3) STATE OF INCORPORATION:

DELAWARE

(2) CORRECTED PRINCIPAL OFFICE ADDRESS:

(4) DATE OF INCORPORATION OR CERTIFICATE OF AUTHORITY:

07-25-77

(5) REGISTERED AGENT AND REGISTERED ADDRESS:

PRENTICE-HALL CORP. SYSTEM
326 W. MAIN ST.
FRANKFORT, KY. 40601

(5B) CORRECTED AGENT OR AGENT'S ADDRESS:

AGENT MUST VERIFY ACCEPTANCE OF NEW APPOINTMENT BY SIGNATURE *(Stock corporation add \$10 if changing block #(5). Non-stock corporations add \$5 if changing block #(5). ANY CHANGE MADE TO THE AGENT OR AGENT'S ADDRESS AFTER THE ANNUAL REPORT FILING MUST BE MADE ON FORMS OBTAINED FROM THIS OFFICE.

I VERIFY THAT THE RECORDS OF THE SECRETARY OF STATE ARE TRUE AND CORRECT AND I AM AUTHORIZED TO SIGN THIS REPORT (ALL CORPORATIONS MUST SIGN ON AUTHORIZED SIGNATURE LINE).

AUTHORIZED SIGNATURE  TITLE EXEC. VP, CFO PHONE (213) 726-1262

I consent to serve as new registered agent for the corporation. Corporation's registered office is identical to my business address. (Newly appointed agent, please sign below.)

016337

AGENT'S SIGNATURE _____

CAUTION READ CAREFULLY — Make check payable to Kentucky State Treasurer -- Mail both annual report form and check to BREMER EHRLER, SECRETARY OF STATE, P. O. BOX 1150, FRANKFORT, KY 40602-1150 (502-564-2848).

PLEASE TYPE OR PRINT (The annual report will not be accepted for filing if this section is not completed.) Annual reports must now also include the names and business address of the corporation's directors and principal officers. The lines below have been provided for this information. If necessary, please attach a continuation sheet.

SEE ATTACHED

PROFESSIONAL SERVICE CORPORATIONS ONLY — KRS 274.105 Requires the names and addresses of all shareholders in addition to the directors and principal officers. (Authorized signature line below for PSC'S only)

Pursuant to KRS 274.105, I the undersigned, being President of the KRS Chapter 274 corporation, a professional service corporation, do hereby certify that all of the shareholders of the said corporation, not less than one half of the directors, and all officers other than secretary and treasurer, are duly qualified as provided in Chapter 274. (Please use the lines above or attach continuation sheet.)

AUTHORIZED SIGNATURE _____

GULFKAY LEASING, INC.

OFFICERS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
PRES, CEO	JAMES I. SPIEGEL	1411 BROADWAY, #2204 NEW YORK, NY 10018
EVP	HOWARD STRINGER	507 ADAMS STREET WOODBURY, TN 37190
EVP, CFO	JOHN BULZACCHELLI	1411 BROADWAY, #2204 NEW YORK, NY 10018
SEC	ROBERT S. KIRSCHENABAUM	6040 BANDINI BLVD. LOS ANGELES, CA 90040
TREAS	PAUL COYNE	6040 BANDINI BLVD. LOS ANGELES, CA 90040

DIRECTORS

JAMES I. SPIEGEL	SAME AS ABOVE
HOWARD STRINGER	SAME AS ABOVE
JOHN BULZACCHELLI	SAME AS ABOVE
STEVEN F. FRIEDMAN	437 MADISON AVE. NEW YORK, NY 10022
MARTIN J. RABINOWITZ	437 MADISON AVE. NEW YORK, NY 10022