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**Feb 25, 1999 8:00 am**  
**Secretary of State**

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UP-3300

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # 549256

1. Corporation Name  
**RICHMOND AMERICAN HOMES, INC.**

Principal Place of Business  
 % CORPORATE SERVICE COMPANY  
 P.O. BOX 591  
 WILMINGTON DE 19899-0591

Mailing Address  
 % CORPORATE SERVICE COMPANY  
 P.O. BOX 591  
 WILMINGTON DE 19899-0591

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

10/17/1977

4. FEI Number

06-0968273

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 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.

23 City & State

27 City & State

24 Zip Country

28 Zip Country

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

OFFICERS AND DIRECTORS

TITLE VP  DELETE

NAME RYERSON, KENNETH J  
 STREET ADDRESS 3600 S. YOSEMITE #900  
 CITY-ST-ZIP DENVER CO

TITLE VP  DELETE

NAME HEANEY, JOHN J  
 STREET ADDRESS 3600 S. YOSEMITE #900  
 CITY-ST-ZIP DENVER CO

TITLE ST  DELETE

NAME JAPHA, DANIEL S.  
 STREET ADDRESS 3600 S. YOSEMITE #900  
 CITY-ST-ZIP DENVER CO

TITLE VAS  DELETE

NAME THOMPSON, PETER R  
 STREET ADDRESS 3600 S. YOSEMITE #900  
 CITY-ST-ZIP DENVER CO

TITLE PD  DELETE

NAME REECE III, PARIS G.  
 STREET ADDRESS 3600 S. YOSEMITE #900  
 CITY-ST-ZIP DENVER CO

TITLE  DELETE

NAME  
 STREET ADDRESS  
 CITY-ST-ZIP

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 on an attachment with an address, with all other like empowered.

SIGNATURE:

*Daniel S. Japha*

Daniel S. Japha

Secretary/Treasurer 1/21/99 (303) 773-1190

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (1/198)