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May 10, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # **825982**

1. Corporation Name
INTERREALTY CORP.



Principal Place of Business Mailing Address
 1951 KIDWELL DRIVE 1951 KIDWELL DRIVE
 VIENNA VA 22182 VIENNA VA 22182
 US US

DO NOT WRITE IN THIS SPACE

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 25 29 30

3. Date Incorporated or Qualified
01/24/1972
 4. FEI Number Applied For
84-0577265 Not Applicable
 5. Certificate of Status Desired \$8.75 Additional Fee Required
 6. Election Campaign Financing \$5.00 May Be Added to Fees
 Trust Fund Contribution
 8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
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 _____
 Signature, typed or printed name of registered agent and title if applicable

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PO SHERRY, JAMES F 1951 KIDWELL DRIVE VIENNA VA	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> DELETE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition P/D William G. Nelson 11 Allstate Parkway Markham, Ontario Canada L3R 9T8
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SVPT EDWARDS, FRANK G 1951 KIDWELL DRIVE VIENNA VA	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> DELETE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition T David G B. Scott 11 Allstate Parkway Markham, Ontario Canada L3R 9T8
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V STARTSMAN, TERRY 1951 KIDWELL DRIVE VIENNA VA	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> DELETE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Asst. T Kathryn A. Smith 9 Technology Drive Westborough, MA 01581
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V BECKHAM, MONA 1951 KIDWELL DRIVE VIENNA VA 22182	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> DELETE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition S Shelley A. Isenberg 11 Allstate Parkway Markham, Ontario Canada L3R 9T8
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V MATTHES, TOM 1951 KIDWELL DRIVE VIENNA VA 22182	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> DELETE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Asst. S John Trent 66 Perimeter Center East Atlanta, GA 30346
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Asst. S Robin de Mercado 11 Allstate Parkway Markham, Ontario Canada L3R 9T8

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: Kathryn A. Smith Kathryn A. Smith 4/30/99 508 871 6970
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)

Interealty Corp.

825982
5324249013242

Directors

William G. Nelson

11 Allstate Parkway
Markham, Ontario
Canada L3R 9T8

Officers

William G. Nelson

President & Chief Executive Officer

11 Allstate Parkway
Markham, Ontario
Canada L3R 9T8

David G.B. Scott

Treasurer

11 Allstate Parkway
Markham, Ontario
Canada L3R 9T8

Kathryn A. Smith

Assistant Treasurer

9 Technology Drive
Westborough, MA 01581

Shelley R. Isenberg

Secretary

11 Allstate Parkway
Markham, Ontario
Canada L3R 9T8

John Trent

Assistant Secretary

66 Perimeter Center East
Atlanta, GA 30346

Robin de Mercado

Assistant Secretary

11 Allstate Parkway
Markham, Ontario
Canada L3R 9T8

Linda Long

Assistant Secretary

11 Allstate Parkway
Markham, Ontario
Canada L3R 9T8