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**Mar 05 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 # F93000001070 (2)

1. Corporation Name
EIGHTH CAREY CORPORATE PROPERTY, INC.



Principal Place of Business
**50 ROCKEFELLER PL
2ND FLOOR
NEW YORK FL 10020
US**

Mailing Address
**50 ROCKEFELLER PLAZA
2ND FL
NEW YORK FL 10020-1680
US**

3. Date Incorporated or Qualified **02/23/1993** 3a. Date of Last Report **07/01/1996**

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

4. FEI Number **13-3421287** 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

**THE 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 _____

12. OFFICERS AND DIRECTORS

TITLE	CD	<input type="checkbox"/> DELETE
NAME	CAREY, WILLIAM P.	
STREET ADDRESS	50 ROCKEFELLER PLAZA	
CITY - ST - ZIP	NEW YORK NY	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	CAREY, FRANCIS J	
STREET ADDRESS	50 ROCKEFELLER PLAZA	
CITY - ST - ZIP	NEW YORK NY	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	STODDARD, GEORGE E	
STREET ADDRESS	50 ROCKEFELLER PLAZA	
CITY - ST - ZIP	NEW YORK NY	
TITLE	CD	<input checked="" type="checkbox"/> DELETE
NAME	CLARK, RAYMOND S	
STREET ADDRESS	50 ROCKEFELLER PLAZA	
CITY - ST - ZIP	NEW YORK NY	
TITLE	DD	<input type="checkbox"/> DELETE
NAME	HAMRICK, STEPHEN H	
STREET ADDRESS	50 ROCKEFELLER PLAZA	
CITY - ST - ZIP	NEW YORK NY	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	KLEIN, LAWRENCE R DR	
STREET ADDRESS	50 ROCKEFELLER PLAZA	
CITY - ST - ZIP	NEW YORK NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY - ST - ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY - ST - ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY - ST - ZIP	
41 TITLE	Executive Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
42 NAME	Barclay G. Jones
43 STREET ADDRESS	50 Rockefeller Plaza
44 CITY - ST - ZIP	New York, NY 10020
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY - ST - ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 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, and is signed for or dated, as applicable, with an address

SIGNATURE: David G. Termine, Second Vice President
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/21/97 212-492-1167
Date Printing Press No.

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