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FILED
May 20 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # F94000000923 (2)

1. Corporation Name
FGB REALTY ADVISORS, INC.



Principal Place of Business: 14651 DALLAS PARKWAY SUITE 200 DALLAS TX 75240

Mailing Address: 135 MAIN ST. 7TH FLOOR SAN FRANCISCO CA 94105-1812 US

3. Date Incorporated or Qualified: 02/23/1994

3a. Date of Last Report: 05/01/1996

4. FEI Number: 75-2386907

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

2. Principal Place of Business

21. Suite, Apt. #, etc.

22. City & State

23. Zip Country

24. Zip Country

2a. Mailing Address: c/o MERINDA PRATER

26. Suite, Apt. #, etc.

27. City & State

28. Zip Country

29. Zip Country

30. Zip Country

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324

10. Name and Address of New Registered Agent

81. Name

82. Street Address (P.O. Box Number is Not Acceptable)

83.

84. City

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	S	<input type="checkbox"/> DELETE
NAME	BOBBITT, BLAKENEY	
STREET ADDRESS	135 MAIN STREET	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	KOENIG, BRUCE	
STREET ADDRESS	135 MAIN STREET	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	NEWMAN, LACY	
STREET ADDRESS	135 MAIN ST.	
CITY-ST-ZIP	SAN FRANCISCO CA 94105-1817	
TITLE	VAS	<input type="checkbox"/> DELETE
NAME	O'CONNOR SR, TIMOTHY	
STREET ADDRESS	135 MAIN STREET	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	O'NEIL, CYNTHIA A	
STREET ADDRESS	135 MAIN STREET	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	ARTH, MICHAEL P	
STREET ADDRESS	135 MAIN ST. 7TH FLOOR	
CITY-ST-ZIP	SAN FRANCISCO CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	ASSISTANT SECRETARY	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	VICE PRESIDENT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	JAMES MURRAY	
2.3 STREET ADDRESS	135 MAIN STREET	
2.4 CITY-ST-ZIP	SAN FRANCISCO, CA 94105	
3.1 TITLE	PRESIDENT & DIRECTOR	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	WALTER C. KLEIN, JR.	
3.3 STREET ADDRESS	5280 CORPORATE DRIVE	
3.4 CITY-ST-ZIP	FREDERICK, MARYLAND 21701	
4.1 TITLE	SVP and SECRETARY	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	VICE PRESIDENT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	THOMAS F. DIMERCURIO	
5.3 STREET ADDRESS	8282 S. MEMORIAL #200	
5.4 CITY-ST-ZIP	TULSA, OK 74133	
6.1 TITLE	SENIOR VICE PRESIDENT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	LAURENCE REED	
6.3 STREET ADDRESS	135 MAIN STREET	
6.4 CITY-ST-ZIP	SAN FRANCISCO, CA 94105	

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: *Merinda Prater* 4-23-97 (415) 974-4132

CR2E034 (9/96)

**FGB REALTY ADVISORS, INC.
DIRECTORS & PRINCIPAL OFFICERS**

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Walter C. Klein, Jr.	Director	5280 Corporate Drive Frederick, MD 217014105
James R. Staff	Director	200 Crescent Court Dallas, TX 75201
Richard Terzian	Director	135 Main Street San Francisco, CA 94105
Carl B. Webb	Director	135 Main Street San Francisco, CA 94105
Walter C. Klein, Jr.	President	5280 Corporate Drive Frederick, MD 21701
Thomas F. DiMercurio	Executive Vice President	8282 South Memorial #200 Tulsa, OK 74133
Laurence Reed	Senior Vice President and Treasurer	135 Main Street San Francisco, CA 94105
Timothy O'Connor	Senior Vice President Secretary & Compliance Officer	14651 Dallas Parkway #200 Dallas, TX 75240
James P. Murray	Vice President and Chief Tax Officer	135 Main Street San Francisco, CA 94105
Blakeney A. Bobbitt	Assistant Secretary	135 Main Street San Francisco, CA 94105
Merinda Prater	Assistant Secretary	135 Main Street San Francisco, CA 94105
Vanessa Washington	Assistant Secretary	135 Main Street San Francisco, CA 94105