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**Mar 18 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 # F94000002483 (5)

1. Corporation Name
HOLYROOD CORPORATION



Principal Place of Business: **C/O GROSVENOR INT'L (ATLANTIC) LIMITED
1701 PENNSYLVANIA AVENUE NW
WASHINGTON DC 20006**

Mailing Address: **C/O GROSVENOR INT'L (ATLANTIC) LIMITED
1701 PENNSYLVANIA AVENUE NW
WASHINGTON DC 20006-5805**

3. Date Incorporated or Qualified: **05/12/1994** 3a. Date of Last Report: **03/05/1996**

2. Principal Place of Business: 21 State, Apt. #, etc. 22 City & State 23 Zip Country 24

2a. Mailing Address: 26 State, Apt. #, etc. 27 City & State 28 Zip Country 29

4. FEI Number: **52-1648184** 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
**FLEMING, LINDA L ATTY
5TH FLOOR
ONE HARBOUR PLACE
TAMPA FL 33602**

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 **FL**

11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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 | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|--|---|--|---|
| TITLE: P <input checked="" type="checkbox"/> DELETE | NAME: DELMOTTE, DARYL J | 1.1 TITLE: President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition | |
| STREET ADDRESS: 1040 WEST GEORGIA STREET, SUITE 2100 | CITY, ST, ZIP: VANCOUVER BC V6E 4H1 CANADA | 1.2 NAME: Hayward, Ralph W. | |
| TITLE: V <input type="checkbox"/> DELETE | NAME: FLAVIN, JOHN | 1.3 STREET ADDRESS: 1040 W. Gerogia Street, Suite 2100 | |
| STREET ADDRESS: 1701 PENNSYLVANIA AVENUE NW, SUITE 1050 | CITY, ST, ZIP: WASHINGTON DC 20006 | 1.4 CITY - ST - ZIP: Vancouver BC V6E 4H1 Canada | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE: SD <input type="checkbox"/> DELETE | NAME: MILLER, DAVID L | 2.1 TITLE: See attached schedule for complete list. <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| STREET ADDRESS: 2300 N STREET NW | CITY, ST, ZIP: WASHINGTON DC 20006 | 2.2 NAME: _____ | |
| TITLE: T <input type="checkbox"/> DELETE | NAME: ROBINSON, GARY A | 2.3 STREET ADDRESS: _____ | |
| STREET ADDRESS: 1701 PENNSYLVANIA AVENUE NW SUITE 1050 | CITY, ST, ZIP: WASHINGTON DC 20006 | 2.4 CITY - ST - ZIP: _____ | |
| TITLE: D <input checked="" type="checkbox"/> DELETE | NAME: KRALL, MARTIN D | 3.1 TITLE: _____ | |
| STREET ADDRESS: 2300 N STREET NW | CITY, ST, ZIP: WASHINGTON DC 20037 | 3.2 NAME: _____ | |
| TITLE: D <input type="checkbox"/> DELETE | NAME: ROBB, W L | 3.3 STREET ADDRESS: _____ | |
| STREET ADDRESS: PO BOX 902, 15 DALKEITH ROAD | CITY, ST, ZIP: EDINBURGH EH16 5BU SCOTLAND | 3.4 CITY - ST - ZIP: _____ | |
| | | 4.1 TITLE: Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition | |
| | | 4.2 NAME: Engel, John | |
| | | 4.3 STREET ADDRESS: 2300 N Street NW | |
| | | 4.4 CITY - ST - ZIP: Washington, D. C. 20037 | |
| | | 6.1 TITLE: _____ | |
| | | 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 or is attached as an attachment with an address.

SIGNATURE: _____ **Gary A. Robinson, Treasurer 2/28/97 202-293-1235**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Day, mo Phone #

CR2E034 (9/96)

HOLYROOD CORPORATION

Officers and Directors

| | | |
|---------------------------|---------------------------------|---|
| John Engel | Director | 2300 N Street, N.W. Washington, D. C. 20037 |
| David L. Miller | Director and Secretary | 2300 N Street, N.W. Washington, D. C. 20037 |
| W. Leslie Robb | Director | 15 Dalkeith Road Edinburgh, EH16 5BU Scotland |
| Ralph W. Hayward | President | 1040 West Georgia Street Vancouver, B.C. V6E 4H1 |
| Donald A.N. Murray | Executive Vice President | 1040 West Georgia Street Vancouver, B.C. V6E 4H1 |
| David A. Taylor | Executive Vice President | 1040 West Georgia Street Vancouver, B.C. V6E 4H1 |
| John R. Flavin | Senior Vice President | 1701 Pennsylvania Avenue, N.W. Washington, D. C. 20006 |
| Robin S. Mosle | Vice President | 1701 Pennsylvania Avenue, N.W. Washington, D. C. 20006 |
| Gary A. Robinson | Treasurer | 1701 Pennsylvania Avenue, N.W. Washington, D. C. 20006 |