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Mar 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/12/1994	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 52-1648184	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent FLEMING, LINDA L ATTY, 5TH FLOOR, ONE HARBOUR PLACE, TAMPA FL 33802				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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAYWARD, RALPH W.	1.2 NAME	see attached schedule for complete list
STREET ADDRESS	1040 WEST GEORGIA STREET, SUITE 2100	1.3 STREET ADDRESS	
CITY-ST-ZIP	VANCOUVER BC V6E 4H1 CANADA	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	FLAVIN, JOHN	2.2 NAME	
STREET ADDRESS	1701 PENNSYLVANIA AVENUE NW, SUITE 1050	2.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC 20006	2.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLER, DAVID L	3.2 NAME	
STREET ADDRESS	2300 N STREET NW	3.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC 20006	3.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBINSON, GARY A	4.2 NAME	
STREET ADDRESS	1701 PENNSYLVANIA AVENUE NW SUITE 1050	4.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC 20006	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ENGEL, JOHN	5.2 NAME	
STREET ADDRESS	2300 N STREET NW	5.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBB, W L	6.2 NAME	
STREET ADDRESS	PO BOX 902, 15 DALKEITH ROAD	6.3 STREET ADDRESS	
CITY-ST-ZIP	EDINBURGH EH16 5BU SCOTLAND	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, 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 from the attachment with an address.

SIGNATURE: _____ Treasurer **202-293-1235**

CP2E034 (10/97)

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 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