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Mar 13 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000000620 (3)

1. Corporation Name
PERA BOCA ELEVEN, INC.



Principal Place of Business 650 CALIFORNIA STREET, STE 1800 SAN FRANCISCO CA 94108	Mailing Address 650 CALIFORNIA STREET, STE 1800 SAN FRANCISCO CA 94108-2722
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3. Date Incorporated or Qualified 02/06/1995	3a. Date of Last Report 03/14/1996
4. FEI Number 84-1249343	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. 101 California Street	26. 101 California Street
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22. 26th Floor	27. 26th Floor
City & State	City & State
23. San Francisco, California	28. San Francisco, California
Zip	Zip
Country	Country
24. 94111-5853	29. 94111-5853
25. U.S.A.	30. U.S.A.

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 110 NORTH MAGNOLIA STREET TALLAHASSEE FL 32301		10. Name and Address of New Registered Agent	
		81. Name Not Applicable	
		82. Street Address (P.O. Box Number is Not Acceptable)	
		83.	
		84. City	85. Zip Code FL

11. Pursuant to the provisions of Sections 607.0402 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, am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE: **Not Applicable** DATE: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAUER, SUZANNE M	1.2 NAME	
STREET ADDRESS	650 CALIFORNIA STREET, STE 1800	1.3 STREET ADDRESS	101 California Street, 26th Floor
CITY-STATE-ZIP	SAN FRANCISCO CA	1.4 CITY-STATE-ZIP	San Francisco, CA 94111-5853
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EGAN, GERALD E	2.2 NAME	
STREET ADDRESS	875 NORTH MICHIGAN AVE., STE 4114	2.3 STREET ADDRESS	41st Floor
CITY-STATE-ZIP	CHICAGO IL	2.4 CITY-STATE-ZIP	
TITLE	ST <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FERKULL, PAULA M	3.2 NAME	
STREET ADDRESS	875 NORTH MICHIGAN AVE., STE 4114	3.3 STREET ADDRESS	41st Floor
CITY-STATE-ZIP	CHICAGO IL	3.4 CITY-STATE-ZIP	
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COOK, ROEBRT J	4.2 NAME	
STREET ADDRESS	875 NORTH MICHIGAN AVE., STE 4114	4.3 STREET ADDRESS	41st Floor
CITY-STATE-ZIP	CHICAGO IL	4.4 CITY-STATE-ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FEINBERG, PETER F	5.2 NAME	
STREET ADDRESS	55 EAST 52ND STREET, 31ST FLOOR	5.3 STREET ADDRESS	
CITY-STATE-ZIP	NEW YORK NY	5.4 CITY-STATE-ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GONZALEZ, TIMOTHY K	6.2 NAME	
STREET ADDRESS	650 CALIFORNIA STREET, STE 1800	6.3 STREET ADDRESS	101 California Street, 26th Floor
CITY-STATE-ZIP	SAN FRANCISCO CA	6.4 CITY-STATE-ZIP	San Francisco, CA 94111-5853

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 included 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 of this report, or on an attachment with an address.

SIGNATURE: *Paula M. Ferkull* January 10, 1997 (312)266-9300
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

**ATTACHMENT TO
PROFIT CORPORATION ANNUAL REPORT FOR
PERA BOCA ELEVEN, INC.**

Director

Norman G. Benedict

1300 Logan Street
Denver, Colorado 80203

Officers (continued)

Vice President

James B. Gurley, Jr.

875 North Michigan Avenue, 41st Floor
Chicago, Illinois 60611

Vice President

A. Jay Jehle

101 California Street, 26th Floor
San Francisco, California 94111-5853

Assistant Secretary

Tracy L. DeMay

101 California Street, 26th Floor
San Francisco, California 94111-5853