

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Apr 08 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000006234 (5)
 1. Corporation Name
REALTY INCOME PROPERTIES, INC.

Principal Place of Business 220 WEST CREST STREET ESCONDIDO CA 92025-1707	Mailing Address 220 WEST CREST STREET ESCONDIDO CA 92025-1707
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country

3. Date Incorporated or Qualified 11/25/1997	
4. FEI Number 33-0580106	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 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

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

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	CEO	<input type="checkbox"/> DELETE
NAME	LEWIS, THOMAS A	
STREET ADDRESS	220 WEST CREST STREET	
CITY-ST-ZIP	ESCONDIDO CA 92025-1707	
TITLE	COOP	<input type="checkbox"/> DELETE
NAME	VANDERHOFF, RICHARD J	
STREET ADDRESS	220 WEST CREST STREET	
CITY-ST-ZIP	ESCONDIDO CA 92025-1707	
TITLE	CFOT	<input type="checkbox"/> DELETE
NAME	MALINO, GARY M	
STREET ADDRESS	220 WEST CREST STREET	
CITY-ST-ZIP	ESCONDIDO CA 92025-1707	
TITLE	VGCS	<input type="checkbox"/> DELETE
NAME	PFEFFER, MICHAEL R	
STREET ADDRESS	220 WEST CREST STREET	
CITY-ST-ZIP	ESCONDIDO CA 92025-1707	
TITLE	V	<input type="checkbox"/> DELETE
NAME	COLLINS, RICHARD G	
STREET ADDRESS	220 WEST CREST STREET	
CITY-ST-ZIP	ESCONDIDO CA 92025-1707	
TITLE	V	<input type="checkbox"/> DELETE
NAME	KUNDRAK, KIM S	
STREET ADDRESS	220 WEST CREST STREET	
CITY-ST-ZIP	ESCONDIDO CA 92025-1707	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 if changed. In an all-instrument with an address _____

SIGNATURE: *Michael R. Pfeiffer* **March 30, 1998** **Michael R. Pfeiffer** Senior Vice President, General Counsel (760) 741-2111

CR2E034 (10/97)

REALTY INCOME CORPORATION

FEIN: 33-0580106

CORPORATE OFFICERS

Thomas A. Lewis	Chief Executive Officer
Richard J. VanDerhoff	President and Chief Operating Officer
Gary M. Malino	Senior Vice President, Chief Financial Officer and Treasurer
Michael R. Pfeiffer	Senior Vice President, General Counsel and Secretary
Richard G. Collins	Senior Vice President, Portfolio Acquisitions
Kim S. Kundrak	Vice President, National Accounts
Mark G. Selman	Vice President, Portfolio Management
Tere H. Miller	Vice President, Corporate Communications

DIRECTORS

William E. Clark	Chairman of the Board and Director
Thomas A. Lewis	Vice Chairman of the Board and Director
Richard J. VanDerhoff	Director
Donald R. Cameron	Director
Roger P. Kuppinger	Director
Michael D. McKee	Director
Willard H. Smith Jr	Director

Address for Officers/Directors: 220 West Crest Street, Escondido CA 92025-1707