

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

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Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90172 020 ***150.00

0692740

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F97000006234

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**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
11/25/1997

4. FEI Number
33-0580106 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 owes the current year Intangible Personal Property Tax. Yes No

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

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 30

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	GOOP PRESIDENT	<input type="checkbox"/> DELETE
NAME	VANDERHOFF, RICHARD J	
STREET ADDRESS	220 WEST CREST STREET	
CITY-ST-ZIP	ESCONDIDO CA 92025-1707	
TITLE	GOFP Senior V.P. CFO + Treasurer	<input type="checkbox"/> DELETE
NAME	MALINO, GARY M	
STREET ADDRESS	220 WEST CREST STREET	
CITY-ST-ZIP	ESCONDIDO CA 92025-1707	
TITLE	VCS Secretary	<input type="checkbox"/> DELETE
NAME	PFEIFFER, MICHAEL R	
STREET ADDRESS	220 WEST CREST STREET	
CITY-ST-ZIP	ESCONDIDO CA 92025-1707	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	COLLINS, RICHARD G	
STREET ADDRESS	220 WEST CREST STREET	
CITY-ST-ZIP	ESCONDIDO CA 92025-1707	
TITLE	V	<input checked="" 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	

See Attached List

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, or on an attachment with an address, with all other like empowered.

SIGNATURE: *[Signature]* SIGNATURE REQUIRED: PE CONTROLLER 4-21-99 (760) 744-2111
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CRZE034 (11/98)