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**Apr 30 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 # P23136 (5)
1. Corporation Name
UNITED ARTISTS PROPERTIES II CORP.



Principal Place of Business
**9110 E.NICHOLS AVE.
SUITE 200
ENGLEWOODK CO 80112
US**

Mailing Address
**9110 E.NICHOLS AVE.
SUITE 200
ENGLEWOODK CO 80112-3405
US**

3. Date Incorporated or Qualified **02/24/1989** 3a. Date of Last Report **04/24/1996**
4. FEI Number **84-1106064** 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

2. Principal Place of Business
21 Suite, Apt. #, etc. 22
23 City & State
24 Zip 25 Country

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

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

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 _____
Signature, typed or printed name of registered agent and title if applicable (NOTE - Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VS	1.1 TITLE	D
NAME	HARDY, RALPH E.	1.2 NAME	Scott M. Shaw
STREET ADDRESS	9110 E. NICHOLS AVE.	1.3 STREET ADDRESS	767 5th Ave.
CITY-ST-ZIP	ENGELWVO CO	1.4 CITY-ST-ZIP	New York, NY 10153
TITLE	T	2.1 TITLE	
NAME	TRENT J. CARMAN	2.2 NAME	
STREET ADDRESS	9110 E. NICHOLS AVE.	2.3 STREET ADDRESS	
CITY-ST-ZIP	ENGLEWOOD CO	2.4 CITY-ST-ZIP	
TITLE	CDP	3.1 TITLE	
NAME	BLAIR, STEWART D.	3.2 NAME	
STREET ADDRESS	9110 E. NICHOLS AVE.	3.3 STREET ADDRESS	
CITY-ST-ZIP	ENGLEWOOD CO	3.4 CITY-ST-ZIP	
TITLE	VD	4.1 TITLE	
NAME	HALL, KURT C	4.2 NAME	
STREET ADDRESS	9110 E. NICHOLS AVE.	4.3 STREET ADDRESS	
CITY-ST-ZIP	ENGLEWOOD CO	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	
NAME	CLEVELAND, HAL	5.2 NAME	
STREET ADDRESS	9110 E. NICHOLS AVE.	5.3 STREET ADDRESS	
CITY-ST-ZIP	ENGLEWOOD CO	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	
NAME	KOETS, STEVEN J.	6.2 NAME	
STREET ADDRESS	9110 E. NICHOLS AVE.	6.3 STREET ADDRESS	
CITY-ST-ZIP	ENGLEWOOD CO	6.4 CITY-ST-ZIP	

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 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.

SIGNATURE: _____ **Steven J. Koets**

CR2E034 (9/96)