

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

**FILED**  
**May 21 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P23136 (5)**  
 1. Corporation Name  
**UNITED ARTISTS PROPERTIES II CORP.**



Principal Place of Business 9110 E. NICHOLS AVE. SUITE 200 ENGLEWOOD CO 80112 US	Mailing Address 9110 E. NICHOLS AVE. SUITE 200 ENGLEWOOD CO 80112 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>02/24/1989</b>	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number <b>84-1106064</b>	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
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 <b>THE PRENTICE-HALL CORPORATION SYSTEM INC.                  1201 HAYS STREET                  SUITE 105                  TALLAHASSEE FL 32301</b>				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				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	VS	<input type="checkbox"/> DELETE	1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARDY, RALPH E.		1.2 NAME		
STREET ADDRESS	9110 E. NICHOLS AVE.		1.3 STREET ADDRESS		
CITY-ST-ZIP	ENGELWVO CO		1.4 CITY-ST-ZIP		
TITLE	T	<input type="checkbox"/> DELETE	2.1 TITLE	V/T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
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	D	<input type="checkbox"/> DELETE	3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHAW, SCOTT M		3.2 NAME		
STREET ADDRESS	787 5TH AVE		3.3 STREET ADDRESS		
CITY-ST-ZIP	NEW YORK NY		3.4 CITY-ST-ZIP		
TITLE	VD	<input type="checkbox"/> DELETE	4.1 TITLE	P/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
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	<input checked="" type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CLEVELAND, HAL		5.2 NAME	Dennis R. Daniels	
STREET ADDRESS	9110 E. NICHOLS AVE.		5.3 STREET ADDRESS	9110 E. Nichols Ave.	
CITY-ST-ZIP	ENGLEWOOD CO		5.4 CITY-ST-ZIP	Englewood, CO	
TITLE	V	<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 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 5/7/98 303-792-3600

CR2E034 (10/97)