

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

FILED  
May 12 1998 8:00am  
Secretary of State

|                                                |                                                                                   |                                                                                                    |
|------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1998 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|

DOCUMENT # P38053 (5)  
1. Corporation Name  
UDC HOMES, INC.

|                                                                                         |                                                                           |
|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------------|
| Principal Place of Business<br>6710 N. SCOTTSDALE RD.<br>SCOTTSDALE AZ 85253-4424<br>US | Mailing Address<br>6710 N SCOTTSDALE RD<br>SCOTTSDALE AZ 85253-4424<br>US |
|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------------|

DO NOT WRITE IN THIS SPACE

|                                                                                                                                                             |                                |                                                        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------|
| 3. Date Incorporated or Qualified<br>03/25/1992                                                                                                             | 4. FEI Number<br>86-0702254    | Applied For<br><input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                   | \$8.75 Additional Fee Required |                                                        |
| 6. Election Campaign Financing<br>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 |                                |                                                        |

|                                                                                                                   |                                                                                                        |
|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 STE 150<br>23 City & State<br>24 Zip<br>25 Country | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 STE 150<br>28 City & State<br>29 Zip<br>30 Country |
|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|

9. Name and Address of Current Registered Agent  
C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324

|                                              |                                                       |
|----------------------------------------------|-------------------------------------------------------|
| 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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

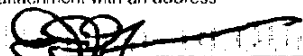
DATE

| 12. OFFICERS AND DIRECTORS |                                    |
|----------------------------|------------------------------------|
| TITLE                      | DC <input type="checkbox"/> DELETE |
| NAME                       | BROWN, DREW M                      |
| STREET ADDRESS             | 4201 N. 24TH ST., STE. 120         |
| CITY-ST-ZIP                | PHOENIX AZ                         |
| TITLE                      | D <input type="checkbox"/> DELETE  |
| NAME                       | KAUFMANN, GADI                     |
| STREET ADDRESS             | 11111 SANTA MONICA BLVD #1800      |
| CITY-ST-ZIP                | LOS ANGELES CA                     |
| TITLE                      | D <input type="checkbox"/> DELETE  |
| NAME                       | MCCABE, JAMES L                    |
| STREET ADDRESS             | 2002 RENAISSANCE BLVD #230         |
| CITY-ST-ZIP                | KING OF PRUSSIA PA                 |
| TITLE                      | D <input type="checkbox"/> DELETE  |
| NAME                       | DORRANCE, BENNETT                  |
| STREET ADDRESS             | 4201 N. 24TH ST., STE. 120         |
| CITY-ST-ZIP                | PHOENIX AZ 85018                   |
| TITLE                      | D <input type="checkbox"/> DELETE  |
| NAME                       | SKLAR, MARK N                      |
| STREET ADDRESS             | 4201 N. 24TH ST., STE. 120         |
| CITY-ST-ZIP                | PHOENIX AZ 85018                   |
| TITLE                      | D <input type="checkbox"/> DELETE  |
| NAME                       | AZRACK, JOSEPH                     |
| STREET ADDRESS             | 225 FRANKLIN ST 25TH FLOOR         |
| CITY-ST-ZIP                | BOSTON MA                          |

| 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, or on an attachment with an address

SIGNATURE:



James J. Grogan

4/14/98

CR2E034 (10/97)

ATTACHMENT TO PROFIT CORPORATION ANNUAL REPORT/UDC HOMES,  
INC./Document #P38053

13. ADDITIONS TO OFFICERS AND DIRECTORS IN 12 (Except for those  
holding the office of Assistant Vice President or Assistant  
Secretary only)

**SEV/CFO/T**

Kenda B. Gonzales  
UDC Homes, Inc.  
6710 N. Scottsdale Road  
Scottsdale, AZ 85253-4424

**SEV/S**

James J. Grogan  
UDC Homes, Inc.  
6710 N. Scottsdale Road  
Scottsdale, AZ 85253-4424

**EVP/CIO**

Jay D. Johnson  
UDC Homes, Inc.  
6710 N. Scottsdale Road  
Scottsdale, AZ 85253-4424

**V/Division President (Southern California)**

Jeffrey A. Slavin  
UDC Homes, Inc.  
1470 South Valley Vista Drive, Suite 140  
Diamond Bar, CA 91765

**V/Division President (San Diego)**

Jon B. Werner  
UDC Homes, Inc.  
438 Camino Del Rio South, Suite 112B  
San Diego, CA 92108

**V/Division President (Arizona)**

Kathleen R. Wade  
UDC Homes, Inc.  
6710 N. Scottsdale Road  
Scottsdale, AZ 85253-4424

**V/Division President (Active Adult)**

Robert D. McLaughlin  
UDC Homes, Inc.  
6710 N. Scottsdale Road  
Scottsdale, AZ 85253-4424

V

Robert M. Cross  
UDC Homes, Inc.  
6710 N. Scottsdale Road  
Scottsdale, AZ 85253-4424

V

Joseph C. Mulac  
UDC Homes, Inc.  
6710 N. Scottsdale Road  
Scottsdale, AZ 85253-4424

V

Timothy C. Little  
UDC Homes, Inc.  
6710 N. Scottsdale Road  
Scottsdale, AZ 85253-4424

V

Dean Bloxom  
UDC Homes, Inc.  
6710 N. Scottsdale Road  
Scottsdale, AZ 85253-4424

V

Steven M. Rowland  
UDC Homes, Inc.  
1470 South Valley Vista Drive, Suite 140  
Diamond Bar, CA 91765

V

David A. Lopez  
UDC Homes, Inc.  
1470 South Valley Vista Drive, Suite 140  
Diamond Bar, CA 91765

V

Darrell E. Bolognesi  
UDC Homes, Inc.  
6710 N. Scottsdale Road  
Scottsdale, AZ 85253-4424

V

John F. Lockett  
UDC Homes, Inc.  
6710 N. Scottsdale Road  
Scottsdale, AZ 85253-4424

V •

Scott E. Woodward  
UDC Homes, Inc.  
1470 South Valley Vista Drive, Suite 140  
Diamond Bar, CA 91765