

**SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)**

1-4

PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	--

DOCUMENT # P38998 (1)
 1. Corporation Name
CAREY CORPORATE PROPERTY, INC.



Principal Place of Business 50 ROCKEFELLER PLAZA SECOND FLOOR NEW YORK NY 10020 US	Mailing Address 50 ROCKEFELLER PLAZA SECOND FLOOR NEW YORK NY 10020 US
--	--

2. Principal Place of Business 21 Suite, Apt #, etc 22 City & State 23 Zip 24	2a. Mailing Address 26 Suite, Apt #, etc 27 City & State 28 Zip 29	3. Date Incorporated or Qualified 05/28/1992	3a. Date of Last Report 05/23/1995
--	---	--	--

4. FEI Number 13-3121600	Applied For <input type="checkbox"/>	Not Applicable <input type="checkbox"/>
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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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	
85. Zip Code	FL

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's signature required when re-registering)

12. OFFICERS AND DIRECTORS SEE ATTACHED		ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CAREY, WILLIAM P.	1.2 NAME	
STREET ADDRESS	50 ROCKEFELLER PLAZA	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	
TITLE	PD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CAREY, FRANCIS J.	2.2 NAME	
STREET ADDRESS	50 ROCKEFELLER PLAZA	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STODDARD, GEORGE E.	3.2 NAME	
STREET ADDRESS	50 ROCKEFELLER PLAZA	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLARK, RAYMOND S.	4.2 NAME	
STREET ADDRESS	50 ROCKEFELLER PLAZA	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KLEIN, LAWRENCE R., DR.	5.2 NAME	
STREET ADDRESS	50 ROCKEFELLER PLAZA	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TALLEY, MADEON DEVOE	6.2 NAME	
STREET ADDRESS	50 ROCKEFELLER PLAZA	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Michael P. M... First VP* **6/21/96** **(212) 482-1100**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR (Date) (Telephone Prefix #)

CR2E034 (3/96)

238998

2-4

CAREY CORPORATE PROPERTY, INC.

Officers & Directors:

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
William P. Carey	Chairman of the Board, Managing Director and Director	50 Rockefeller Plaza New York, NY 10020
Francis J. Carey	President, Managing Director and Director	50 Rockefeller Plaza New York, NY 10020
George E. Stoddard	Chairman of the Investment Comm. Managing Director and Director	50 Rockefeller Plaza New York, NY 10020
Raymond S. Clark	Chairman of the Executive Comm. and Director	50 Rockefeller Plaza New York, NY 10020
Barclay G. Jones, III	Executive Vice President Managing Director and Director	50 Rockefeller Plaza New York, NY 10020
Dr. Lawrence R. Klein	Chairman of the Economic Policy Committee and Director	50 Rockefeller Plaza New York, NY 10020
Madelon DeVoe Talley	Vice Chairman of the Board and Director	50 Rockefeller Plaza New York, NY 10020
Claude Fernandez	Executive Vice President, Managing Director and Chief Financial Officer	50 Rockefeller Plaza New York, NY 10020
Howard J. Altmann	Senior Vice President and Assistant Secretary	50 Rockefeller Plaza New York, NY 10020
H. Augustus Carey	Senior Vice President and National Marketing Coordinator	50 Rockefeller Plaza New York, NY 10020
Anthony S. Mohl	Senior Vice President, Director of Portfolio Management and Assistant Secretary	50 Rockefeller Plaza New York, NY 10020
John J. Park	Senior Vice President - Finance Director of Research and Treasurer	50 Rockefeller Plaza New York, NY 10020
Michael B. Pollack	Senior Vice President and Secretary	50 Rockefeller Plaza New York, NY 10020
Debra E. Bigler	First Vice President and Marketing Director	50 Rockefeller Plaza New York, NY 10020

CAREY CORPORATE PROPERTY, INC.

Officers & Directors:

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Ted G. Lagreid	First Vice President and Marketing Director	50 Rockefeller Plaza New York, NY 10020
Michael D. Roberts	First Vice President, Controller and Assistant Treasurer	50 Rockefeller Plaza New York, NY 10020
David S. Eberle	Vice President and Marketing Director	50 Rockefeller Plaza New York, NY 10020
Mary Ann Kelly	Vice President and Marketing Director	50 Rockefeller Plaza New York, NY 10020
David W. Marvin	Vice President and Marketing Director	50 Rockefeller Plaza New York, NY 10020
Gordon J. Whiting	Vice President and Assistant Secretary	50 Rockefeller Plaza New York, NY 10020
Samantha K. Garbus	Second Vice President and Property Manager	50 Rockefeller Plaza New York, NY 10020
Susan C. Hyde	Second Vice President and Director of Investor Relations	50 Rockefeller Plaza New York, NY 10020
Robert C. Kehoe	Second Vice President and Assistant Treasurer	50 Rockefeller Plaza New York, NY 10020
Sheila E. Murphy	Second Vice President, Office Manager and Assistant Secretary	50 Rockefeller Plaza New York, NY 10020
W. Sean Sovak	Second Vice President and Assistant Treasurer	50 Rockefeller Plaza New York, NY 10020
Jayashri Srinivasan Cuffey	Second Vice President and Assistant Treasurer	50 Rockefeller Plaza New York, NY 10020
David G. Termine	Second Vice President and Assistant Treasurer	50 Rockefeller Plaza New York, NY 10020
Anne R. Coolidge	Assistant to the Chairman and Assistant Treasurer	50 Rockefeller Plaza New York, NY 10020
Yasmin Guerrero	Senior Accountant and Assistant Treasurer	50 Rockefeller Plaza New York, NY 10020

CAREY CORPORATE PROPERTY, INC.

Officers & Directors:

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Stephanie K. Kirke	Associate Marketing Director and Assistant Secretary	50 Rockefeller Plaza New York, NY 10020
Ann Marie Luongo	Executive Assistant and Assistant Secretary	50 Rockefeller Plaza New York, NY 10020
Elizabeth J. Wagner	Property Management Associate and Assistant Secretary	50 Rockefeller Plaza New York, NY 10020
David C. Auten	Assistant Secretary	50 Rockefeller Plaza New York, NY 10020
Stephen M. Lyons III	Assistant Secretary	50 Rockefeller Plaza New York, NY 10020
Ruth S. Perfido	Assistant Secretary	50 Rockefeller Plaza New York, NY 10020
Patrick E. Sweeney	Assistant Secretary	50 Rockefeller Plaza New York, NY 10020