

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

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Mar 04 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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 10020-1805 US
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3. Date Incorporated or Qualified 05/28/1992	3a. Date of Last Report 07/01/1996
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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
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4. FEI Number 13-3121600	Applied For Not Applicable
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 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	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	CO	<input type="checkbox"/> DELETE
NAME	CAREY, WILLIAM P.	
STREET ADDRESS	50 ROCKEFELLER PLAZA	
CITY-ST-ZIP	NEW YORK NY	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	CAREY, FRANCIS J.	
STREET ADDRESS	50 ROCKEFELLER PLAZA	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	STODDARD, GEORGE E.	
STREET ADDRESS	50 ROCKEFELLER PLAZA	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	CLARK, RAYMOND S.	
STREET ADDRESS	50 ROCKEFELLER PLAZA	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	KLEIN, LAWRENCE R., DR.	
STREET ADDRESS	50 ROCKEFELLER PLAZA	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	TALLEY, MADELO DEVOE	
STREET ADDRESS	50 ROCKEFELLER PLAZA	
CITY-ST-ZIP	NEW YORK NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 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	Executive Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Barclay G. Jones
4.3 STREET ADDRESS	50 Rockefeller Plaza
4.4 CITY-ST-ZIP	New York, NY 10020
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 do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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, including an alternate contact with an address.

SIGNATURE: David G. Termine, Second Vice President **1/21/97** **212-492-1167**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)