

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.)

PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P92000002643 (4)

1. Corporation Name
QRS 11-12 (FL), INC.



Principal Place of Business: **50 ROCKEFELLER PLAZA NEW YORK NY 10020**
 Mailing Address: **50 ROCKEFELLER PLAZA NEW YORK NY 10020**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/06/1992	3a. Date of Last Report 07/12/1995
21	Suite, Apt. #, etc	26	Suite, Apt. #, etc	4. FEI Number 13-3687919	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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				10. Name and Address of New Registered Agent	
THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				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 the applicable (NOTE: Registered Agent signature required when transferring) (DATE)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD CAREY, WILLIAM P	11 TITLE	COMPLETE LIST ATTACHED
NAME	50 ROCKEFELLER PLAZA	12 NAME	
STREET ADDRESS	NEW YORK NY 10020	13 STREET ADDRESS	
CITY-ST-ZIP		14 CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	21 TITLE	
TITLE	PD CAREY, FRANCIS J	22 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	50 ROCKEFELLER PLAZA	23 STREET ADDRESS	
STREET ADDRESS	NEW YORK NY 10020	24 CITY-ST-ZIP	
CITY-ST-ZIP			
	<input type="checkbox"/> DELETE	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	D COBURN, RALPH G	32 NAME	
NAME	50 ROCKEFELLER PLAZA	33 STREET ADDRESS	
STREET ADDRESS	NEW YORK NY 10020	34 CITY-ST-ZIP	
CITY-ST-ZIP			
	<input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	D RUDER, WILLIAM R	42 NAME	
NAME	50 ROCKEFELLER PLAZA	43 STREET ADDRESS	
STREET ADDRESS	NEW YORK NY 10020	44 CITY-ST-ZIP	
CITY-ST-ZIP			
	<input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	D TOWNSEND, CHARLES C JR	52 NAME	
NAME	50 ROCKEFELLER PLAZA	53 STREET ADDRESS	
STREET ADDRESS	NEW YORK NY 10020	54 CITY-ST-ZIP	
CITY-ST-ZIP			
	<input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	D NICKELSON, DONALD E.	62 NAME	
NAME	50 ROCKEFELLER PLAZA	63 STREET ADDRESS	
STREET ADDRESS	NEW YORK NY 10020	64 CITY-ST-ZIP	
CITY-ST-ZIP			
	<input type="checkbox"/> DELETE		

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 change, or on an attachment with an address.

SIGNATURE: *Michael A. Roberts, First VP* **8/1/96** (212) 492-1100
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (3/96)

**.QRS 11-12 (FL), INC.
LISTING OF OFFICERS AND DIRECTORS
TITLES AND ADDRESSES**

NAME	TITLE	ADDRESS
William P. Carey	Chairman of the Board and Director	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Charles C. Townsend	Director and Vice Chairman	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Francis J. Carey	President and Director	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Ralph G. Coburn	Director	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
H. Cabot Lodge, III	Director	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Donald E. Nickelson	Director	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
William Ruder	Director	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Warren Wintrub	Director	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
George E. Stoddard	Senior Executive Vice President	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Barclay G. Jones, III	Executive Vice President	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Claude Fernandez	Executive Vice President and Chief Administrative Officer	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Howard J. Altmann	Senior Vice President and Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Susan J. Barlow	Senior Vice President	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
H. Augustus Carey	Senior Vice President and National Marketing Coordinator	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Anthony S. Mohl	Senior Vice President, Director of Portfolio Management and Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
John J. Park	Senior Vice President-Finance, Treasurer and Director of Research	50 Rockefeller Plaza, 2nd Floor New York, NY 10020

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TITLES AND ADDRESSES**

(Continued)

NAME	TITLE	ADDRESS
Michael B. Pollack	Senior Vice President and Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Debra E. Bigler	First Vice President and Marketing Director	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Ted G. Lagreid	First Vice President and Marketing Director	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Michael D. Roberts	First Vice President, Controller and Assistant Treasurer	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
David S. Eberle	Vice President and Marketing Director	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Mary Ann Kelly	Vice President and Marketing Director	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
David W. Marvin	Vice President and Marketing Director	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Gordon J. Whiting	Vice President and Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Jayashri S. Cuffey	Second Vice President and Assistant Treasurer	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Samantha K. Garbus	Second Vice President, Property Manager and Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Susan C. Hyde	Second Vice President, Director of Investor Relations and Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Robert C. Kehoe	Second Vice President and Assistant Treasurer	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Edward V. LaPuma	Second Vice President and Assistant Treasurer	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Sheila E. Murphy	Second Vice President, Office Manager and Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
W. Sean Sovak	Second Vice President and Assistant Treasurer	50 Rockefeller Plaza, 2nd Floor New York, NY 10020

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(Continued)

NAME	TITLE	ADDRESS
David G. Termine	Second Vice President and Assistant Treasurer	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Anne R. Coolidge	Assistant to the Chairman and Assistant Treasurer	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Yasmin Guerrero	Senior Accountant and Assistant Treasurer	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Stephanie K. Kirke	Associate Marketing Director and Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Ann Marie Luongo	Executive Assistant and Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Elizabeth J. Wagner	Property Management Associate and Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
David C. Auten	Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Lloyd C. Birnbaum	Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Ted Heuston	Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Stephen M. Lyons, III	Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Ruth S. Perfido	Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020
Patrick E. Sweeney	Assistant Secretary	50 Rockefeller Plaza, 2nd Floor New York, NY 10020