

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

**FILED**  
**Apr 14 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
---	---	---

**DOCUMENT # P97000109176 (2)**  
 1. Corporation Name  
**HCP, INC.**

Principal Place of Business <b>712 US HIGHWAY ONE                  SUITE 400                  NORTH PALM BEACH FL 33408</b>	Mailing Address <b>712 US HIGHWAY ONE                  SUITE 400                  NORTH PALM BEACH FL 33408</b>
--	--



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 25		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30		3. Date Incorporated or Qualified <b>12/29/1997</b>	4. FEI Number <b>65-0804795</b>	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
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No						

9. Name and Address of Current Registered Agent <b>COHEN, FRED C                  712 US HIGHWAY ONE                  SUITE 400                  NORTH PALM BEACH FL 33408</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	P/D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Mel L. Hughes	1.2 NAME	
STREET ADDRESS	1755 Graham Ave., Ste 102	1.3 STREET ADDRESS	
CITY-ST-ZIP	Henderson, NC 27536	1.4 CITY-ST-ZIP	
TITLE	Chrmn/VP/D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Barry S. Crown	2.2 NAME	
STREET ADDRESS	414 No. Orleans, #301	2.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60610	2.4 CITY-ST-ZIP	
TITLE	VP/ASST.SECTY/D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Beverly J. Crown	3.2 NAME	
STREET ADDRESS	414 No. Orleans, #301	3.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60610	3.4 CITY-ST-ZIP	
TITLE	VP/S/D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Laurie J. Crown	4.2 NAME	
STREET ADDRESS	414 No. Orleans, #301	4.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60610	4.4 CITY-ST-ZIP	
TITLE	VP/ASST.SECTY/D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Donna L. Crown	5.2 NAME	
STREET ADDRESS	414 No. Orleans, #301	5.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60610	5.4 CITY-ST-ZIP	
TITLE	VP/T/D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Bruce A. Crown VP/D Bradley D. Crown	6.2 NAME	
STREET ADDRESS	414 No. Orleans, #301	6.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60610	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: *Bruce A. Crown* 3/20/98 361/624-3849

CP2E034 (10/97)