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PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
Apr 20, 1999 8:00 am
Secretary of State

04-20-1999 90047 043 ***150.00

DOCUMENT # 543799

1. Corporation Name

SUNSTATES REALTY GROUP, INC.

Principal Place of Business

4600 MARRIOTT DRIVE SUITE #200
P. O. BOX 30043
RALEIGH NC 27622

Mailing Address

4600 MARRIOTT DRIVE SUITE #200
P. O. BOX 30043
RALEIGH NC 27622

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

08/24/1977

2. Principal Place of Business

21 4600 Marriott Drive

22 Suite Apt. #, etc.
Suite 120

23 City & State
Raleigh, NC

24 Zip 27612 25 Country USA

2a. Mailing Address

26 P. O. Box 30043

27 Suite, Apt. #, etc.

28 City & State
Raleigh, NC

29 Zip 27622 30 Country USA

4. FEI Number

59-1766299

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation owes the current year Intangible
Personal Property Tax.

Yes 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

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 PD
NAME LEONARD, RICHARD A.
STREET ADDRESS 4600 MARRIOTT DR.
CITY-ST-ZIP RALEIGH NC

TITLE TD
NAME KENNEDY, GLENN J.
STREET ADDRESS 4600 MARRIOTT DR.
CITY-ST-ZIP RALEIGH NC

TITLE S
NAME PAYNE, CLAIR K.
STREET ADDRESS 4600 MARRIOTT DR.
CITY-ST-ZIP RALEIGH NC

TITLE D
NAME MORTENSON, LEE N.
STREET ADDRESS 55 EAST MONROE ST.
CITY-ST-ZIP CHICAGO IL

TITLE C
NAME SHAVER, DEAN F
STREET ADDRESS 4600 MARRIOTT DR. STE 200
CITY-ST-ZIP RALEIGH NC 27612

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
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, with all other like empowered.

SIGNATURE: *Richard A. Leonard, President*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/6/99 (919) 781-5611

Date

Daytime Phone #

CR2E034 (1/96)