

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

FILED
May 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 840733 (0)
1. Corporation Name
NHP MANAGEMENT COMPANY



Principal Place of Business 8085 LEESBURG PIKE STE-400 VIENNA VA 22182 US	Mailing Address 8085 LEESBURG PIKE STE-400 VIENNA VA 22182 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 1225 Eye Street, NW Suite, Apt. #, etc. 22 Suite 200 City & State 23 Washington, DC Zip 24 20005 Country 25 USA	2a. Mailing Address 26 1225 Eye Street, NW Suite, Apt. #, etc. 27 Suite 200 City & State 28 Washington, DC Zip 29 20005 Country 30 USA
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3. Date Incorporated or Qualified 06/02/1978	4. FEI Number 52-1121524	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent UNITED STATES CORPORATION COMPANY 1201 HAYES STREET STE - 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
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11. Pursuant to the provisions of Sections 607.0602 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, if applicable, (NOTE: Registered Agent's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	CEO	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	HELLER, J. RODERICK, III		1.2 NAME	see attached	
STREET ADDRESS	8058 LEESBURG PIKE		1.3 STREET ADDRESS		
CITY-ST-ZIP	VIENNA VA		1.4 CITY-ST-ZIP		
TITLE	ECFT	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	GRANT, AM TORRE		2.2 NAME		
STREET ADDRESS	8085 LEESBURG PIKE		2.3 STREET ADDRESS		
CITY-ST-ZIP	VIENNA VA		2.4 CITY-ST-ZIP		
TITLE	EVPC	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	GRANT, ANN TORRE		3.2 NAME		
STREET ADDRESS	8085 LEESBURG PIKE		3.3 STREET ADDRESS		
CITY-ST-ZIP	VIENNA VA		3.4 CITY-ST-ZIP		
TITLE	D	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	PALMER, TIM R.		4.2 NAME		
STREET ADDRESS	800 ATLANTIC AVENUE, 28TH FLOOR		4.3 STREET ADDRESS		
CITY-ST-ZIP	BOSTON MA 02210		4.4 CITY-ST-ZIP		
TITLE	EVP	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	HINER, J. R		5.2 NAME		
STREET ADDRESS	8085 LEESBURG PIKE		5.3 STREET ADDRESS		
CITY-ST-ZIP	VIENNA VA		5.4 CITY-ST-ZIP		
TITLE	D	<input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	EISENSEN, MICHAEL		6.2 NAME	200002525392 -05/15/98--01057--035 ***150.00	
STREET ADDRESS	800 ATLANTIC AVENUE		6.3 STREET ADDRESS		
CITY-ST-ZIP	BOSTON MA		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 _____ Delores Huston

CR2E034 (10/97)

NHP MANAGEMENT COMPANY
Officers/Directors

Directors

Name: Terry Considine, Chairman

Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Peter Kompaniez, Vice Chairman

Business Address: 28200 Highway 189, Building F Suite 240, Lake Arrowhead, CA 92352

Officers

Name: David L. Williams

Title: President

Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Joel F. Bonder

Title: Executive Vice President, General Counsel and Secretary

Business Address: 1225 Eye St., N.W., Suite 200, Washington, D.C. 20005

Name: Steven D. Ira

Title: Executive Vice President - START

Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Thomas W. Toomey

Title: Executive Vice President - Finance and Administration

Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Harry G. Alcock

Title: Senior Vice President-Acquisitions

Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Troy D. Butts

Title: Senior Vice President and Chief Financial Officer

Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Joseph DeTuno

Title: Senior Vice President - Property Redevelopment

Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Jack W. Marquardt
Title: Senior Vice President-Accounting
Business Address: 9200 Keystone Crossing, Suite 500, Indianapolis, IN 46240

Name: Leeann Morein
Title: Senior Vice President - Investor Services
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: R. Scott Wesson
Title: Senior Vice President - Chief Information Officer
Business Address: 9200 Keystone Crossing, Suite 500, Indianapolis, IN 46240

Name: Mari Akers
Title: Vice President - Human Resources
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Patricia K. Heath
Title: Vice President, Chief Accounting Officer, Assistant Secretary and Assistant Treasurer
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Carla Stoner
Title: Vice President - Finance and Administration
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: James Wallace
Title: Vice President -Tax
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Delores Huston
Title: Assistant Secretary
Business Address: 1225 Eye St., N.W., Suite 200, Washington, DC 20005

Name: Roberta Ujakovich
Title: Assistant Secretary
Business Address: 1225 Eye St., N.W., Suite 200, Washington, DC 20005