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Jan 23 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



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

DOCUMENT # 848374 (5)

1. Corporation Name  
RS PROPERTIES THREE, INC.



Principal Place of Business  
9501 ARLINGTON EXPWY  
#E-26  
JACKSONVILLE FL 32225  
US

Mailing Address  
9501 ARLINGTON EXPWY  
E-26  
JACKSONVILLE FL 32225-8200  
US

3. Date Incorporated or Qualified 02/27/1981  
3a. Date of Last Report 04/02/1996

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM  
1200 S. PINE ISLAND ROAD  
PLANTATION FL 33324

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, if applicable,

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PDC  
NAME GRUBER, DAVID S.  
STREET ADDRESS 9501 ARLINGTON EXPWY, E-26  
CITY, ST, ZIP JACKSONVILLE FL

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

TITLE VD  
NAME FULLER, DONN M.  
STREET ADDRESS 9501 ARLINGTON EXPWY E-26  
CITY, ST, ZIP JACKSONVILLE FL

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

TITLE VD  
NAME JOHNSON, PETER  
STREET ADDRESS 9501 ARLINGTON EXPWY, E-26  
CITY, ST, ZIP JACKSONVILLE FL

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

TITLE VD  
NAME GARFIELD, HOWARD  
STREET ADDRESS 9501 ARLINGTO EXPWY, E-26  
CITY, ST, ZIP JACKSONVILLE FL

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

TITLE V  
NAME WEIBLEN, RICHARD  
STREET ADDRESS 9501 ARLINGTON EXPWY, E-26  
CITY, ST, ZIP JACKSONVILLE FL

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

TITLE VAS  
NAME MCINTYRE, CHARLES  
STREET ADDRESS 437 MADISON AVENUE  
CITY, ST, ZIP NEW YORK, NY 0

6.1 TITLE  
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)(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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Howard Garfield

1/7/97

972-980-5000

Date

Daytime Phone

0037486

CR2E034 (9/96)