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**Feb 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

DOCUMENT # 855947 (8)
1. Corporation Name
MARTIN ORLANDO PROPERTIES, INC.



Principal Place of Business
**3510 SILVERSIDE ROAD
SUITE #3
WILMINGTON DE 19810**

Mailing Address
**3510 SILVERSIDE ROAD
SUITE #3
WILMINGTON DE 19810**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 State Apt. # etc

22 City & State

23 Zip Country

24 9. Name and Address of Current Registered Agent

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

2a. Mailing Address

26 State Apt. # etc

27 City & State

28 Zip Country

29 30 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, 607.01 and 607.02, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or principal place of business to the State of Florida. Each signature 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 Sections 607, 607.01, Florida Statutes.

SIGNATURE

(If Signature of Agent reported as registered when not filing)

DATE

12. OFFICERS AND DIRECTORS

TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	BENNETT, M.C.	
STREET ADDRESS	6801 ROCKLEDGE DR.	
CITY, ST, ZIP	BETHESDA MD 20817	
TITLE	VPT	<input checked="" type="checkbox"/> DELETE
NAME	MCGREGOR, J.L.	
STREET ADDRESS	6801 ROCKLEDGE DR.	
CITY, ST, ZIP	BETHESDA MD 20817	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	BASHAW, J.E.	
STREET ADDRESS	6801 ROCKLEDGE DR.	
CITY, ST, ZIP	BETHESDA MD 20817	
TITLE	AT	<input checked="" type="checkbox"/> DELETE
NAME	IDE, MARCUS B III	
STREET ADDRESS	6801 ROCKLEDGE DR.	
CITY, ST, ZIP	BETHESDA MD 20817	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	TRIPPETT, L.M.	
STREET ADDRESS	6801 ROCKLEDGE DR.	
CITY, ST, ZIP	BETHESDA MD 20817	
TITLE	DC	<input checked="" type="checkbox"/> DELETE
NAME	BENNETT, M.C.	
STREET ADDRESS	6801 ROCKLEDGE DRIVE	
CITY, ST, ZIP	BETHESDA MD 20817	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	D / P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
12 NAME	SKOWRONSKI, W.E.	
13 STREET ADDRESS	6801 ROCKLEDGE DRIVE	
14 CITY, ST, ZIP	BETHESDA, MD 20817	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
21 TITLE	D / AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
22 NAME	CHIET, A.	
23 STREET ADDRESS	6801 ROCKLEDGE DRIVE	
24 CITY, ST, ZIP	BETHESDA, MD 20817	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
31 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
32 NAME	BUCHANAN, D.	
33 STREET ADDRESS	6801 ROCKLEDGE DRIVE	
34 CITY, ST, ZIP	BETHESDA, MD 20817	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
41 TITLE	EVP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
42 NAME	HARE, G.C.	
43 STREET ADDRESS	3510 SILVERSIDE ROAD, SUITE 3	
44 CITY, ST, ZIP	WILMINGTON, DE 19810	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
51 TITLE	VP / T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
52 NAME	REYNOLDS, P.C.	
53 STREET ADDRESS	6801 ROCKLEDGE DRIVE	
54 CITY, ST, ZIP	BETHESDA, MD 20817	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
61 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
62 NAME	BAKER, R.J.	
63 STREET ADDRESS	6801 ROCKLEDGE DRIVE	
64 CITY, ST, ZIP	BETHESDA, MD 20817	

14. I hereby certify that the information supplied is true and correct and that I am not qualified for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information included on this report is true and correct 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 registered agent; and that my name appears in Block 12 or 13 of this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or 13 of this report as required by Chapter 607, Florida Statutes.

SIGNATURE: *George C. Hare* George C. Hare 02/03/98 302-478-1583

CR2E034 (10/97)