

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

FILED
Feb 11 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 # F31604 (4)
1. Corporation Name
GAIL PROPERTIES (U.S.), INC.

Principal Place of Business 606 BALD EAGLE DR. STE 500 MARCO ISLAND FL 33937 US	Mailing Address P.O. BOX ONE 606 BALD EAGLE, STE. 500 MARCO ISLAND FL 33969 US
---------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified 04/22/1981		4. FEI Number 65-0028116		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

WOODWARD, MARK J
606 BALD EAGLE DR., SUITE 500
MARCO ISLAND FL 33937

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
			FL	

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 the if applicable

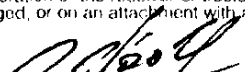
(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	
NAME	WOOLF, SIMON S	1.2 NAME	
STREET ADDRESS	1 EVENHOLME, GREENWALK	1.3 STREET ADDRESS	
CITY-ST-ZIP	BOWDON, CHESHIRE, ENG	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	
NAME	WOOLF, RITA MAREE	2.2 NAME	
STREET ADDRESS	1 EVENHOLME, GREENWALK	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOWDON, CHESHIRE, ENG	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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:



SIMON S. WOOLF

FEB 35 98

941 394 0412

CR2E034 (10/97)