

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

FILED
May 12 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 # F92000000966 (3)
 1. Corporation Name
HL INCOME PROPERTIES, INC.



Principal Place of Business P.O. BOX 32760 LOUISVILLE KY 40232	Mailing Address P.O. BOX 32760 LOUISVILLE KY 40232
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/29/1992	
21	22	26	27	4. FEI Number 61-0981873	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23	24	28	29	7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
Zip	Country	Zip	Country		

g. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROGERS, JAMES M	1.2 NAME	
STREET ADDRESS	HILLIARD LYONS CTR, 501 S FOURTH ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	LOUISVILLE KY	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STITES, WINTHROP A	2.2 NAME	
STREET ADDRESS	HILLIARD LYONS CENTER, 501 S. FOURTH ST.	2.3 STREET ADDRESS	
CITY-ST-ZIP	LOUISVILLE KY 40202	2.4 CITY-ST-ZIP	
TITLE	SD <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STONE, JAMES C III	3.2 NAME	
STREET ADDRESS	HILLIARD LYONS CENTER, 501 S. FOURTH ST.	3.3 STREET ADDRESS	
CITY-ST-ZIP	LOUISVILLE KY 40202	3.4 CITY-ST-ZIP	
TITLE	TD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROSE, JEFFREY W	4.2 NAME	
STREET ADDRESS	HILLIARD LYONS CENTER, 501 S. FOURTH ST.	4.3 STREET ADDRESS	
CITY-ST-ZIP	LOUISVILLE KY 40202	4.4 CITY-ST-ZIP	
TITLE	CD <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STUCKERT, JAMES W	5.2 NAME	
STREET ADDRESS	HILLIARD LYONS CTR, 501 S FOURTH ST	5.3 STREET ADDRESS	
CITY-ST-ZIP	LOUISVILLE KY	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: _____ DATE: **4/29/98**

CR2E034 (10/97)