

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

FILED
May 28 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 # F94000001232 1. Corporation Name CB TIVOLI SPRINGS, INC.			
Principal Place of Business		Mailing Address	
2. Principal Place of Business		2a. Mailing Address	
21 101 California Street Suite, Apt. #, etc. 22 26th Floor City & State 23 San Francisco, CA Zip 24 94111-5853	26 101 California Street Suite, Apt. #, etc. 27 26th Floor City & State 28 San Francisco, CA Zip 29 94111-5853	3. Date Incorporated or Qualified March 11, 1994 3a. Date of Last Report 4. FEI Number 13-3758664 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9. Name and Address of Current Registered Agent C T Corporation System c/o C T Corporation System 1200 South Pine Island Road Plantation, FL 33324		10. Name and Address of New Registered Agent 81 Name Not Applicable 82 Street Address (P.O. Box Number is Not Acceptable) 60000220466 83 -06/06/97--01073--026 84 City ***550.00 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 Not Applicable <small>Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent's signature required when reinstating) DATE</small>			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	11 TITLE 12 NAME 13 STREET ADDRESS 14 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition PD Steppe, Stephen M. 101 California Street, 26th Floor San Francisco, CA 94111-5853
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	21 TITLE 22 NAME 23 STREET ADDRESS 24 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition VAS Egan, Gerald E. 875 North Michigan Avenue, 41st Floor Chicago, IL 60611-1901
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	31 TITLE 32 NAME 33 STREET ADDRESS 34 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition V Cook Robert J. 875 North Michigan Avenue, 41st Floor Chicago, IL 60611-1901
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	41 TITLE 42 NAME 43 STREET ADDRESS 44 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition V King, James D. 875 North Michigan Avenue, 41st Floor Chicago, IL 60611-1901
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	51 TITLE 52 NAME 53 STREET ADDRESS 54 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition V O'Meara, Norton F. 875 North Michigan Avenue, 41st Floor Chicago, IL 60611-1901
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	61 TITLE 62 NAME 63 STREET ADDRESS 64 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition V Otto, Warren H. 101 California Street, 26th Floor San Francisco, CA 94111-5853

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]*

May 9, 1997 (312)266-9300

CR2E034 (9/96)

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JL

**ATTACHMENT TO
CORPORATION ANNUAL REPORT FOR
CB TIVOLI SPRINGS, INC.**

Officers (continued):

Vice President	Joseph R. Senko	875 North Michigan Avenue, 41st Fl. Chicago, Illinois 60611
Vice President	Gary L. Thompson	875 North Michigan Avenue, 41st Fl. Chicago, Illinois 60611
Treasurer Secretary	Paula M. Ferkull	875 North Michigan Avenue, 41st Fl. Chicago, Illinois 60611