

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

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Mar 18 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 # **F94000002484 (3)**

1. Corporation Name
SLAC (FREEHOLDS), INC.

Principal Place of Business C/O GROSVENOR INT'L (ATLANTIC) LIMITED 1701 PENNSYLVANIA AVENUE NW WASHINGTON DC 20006	Mailing Address C/O GROSVENOR INT'L (ATLANTIC) LIMITED 1701 PENNSYLVANIA AVENUE NW WASHINGTON DC 20006
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 05/12/1994	
4. FEI Number 52-1648182	Applied For <input type="checkbox"/> 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 type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent FLEMING, LINDA L ATTY 5TH FLOOR ONE HARBOUR PLACE TAMPA FL 33602	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

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	HAYWARD, RALPH W.	1.2 NAME	
STREET ADDRESS	1040 WEST GEORGIA STREET, SUITE 2100	1.3 STREET ADDRESS	see attached schedule for complete list
CITY-ST-ZIP	VANCOUVER BC V6E 4H1 CANADA	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FLAVIN, JOHN	2.2 NAME	
STREET ADDRESS	1701 PENNSYLVANIA AVENUE NW SUITE 1050	2.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC 20037	2.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLER, DAVID L	3.2 NAME	
STREET ADDRESS	2300 N STREET NW	3.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC 20037	3.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBINSON, GARY A	4.2 NAME	
STREET ADDRESS	1701 PENNSYLVANIA AVENUE NW SUITE 1050	4.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC 20006	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ENGEL, JOHN	5.2 NAME	
STREET ADDRESS	2300 N STREET NW	5.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUDGE, RUARIDH M	6.2 NAME	
STREET ADDRESS	19 ST ANDREW SQUARE	6.3 STREET ADDRESS	
CITY-ST-ZIP	EDINBURGH EH2 1YE SCOTLAND	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 incorporator or trustee, or a person authorized 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 in the attachment with an address.

SIGNATURE: _____ TREASURER 202-293-1235

CR2E034 (10/97)

SLAC (FREEHOLDS) INC.

Officers and Directors

John Engel	Director	2300 N Street, N.W. Washington, D. C. 20037
David L. Miller	Director/Secretary	2300 N Street, N.W. Washington, D. C. 20037
Ruaridh M. Budge	Director	19 St. Andrew Square Edinburgh EH2 1YE Scotland
Ralph W. Hayward	President	1040 West Georgia Street Vancouver, B.C. V6E 4H1
Donald A.N. Murray	Executive Vice President	1040 West Georgia Street Vancouver, B.C. V6E 4H1
David A. Taylor	Executive Vice President	1040 West Georgia Street Vancouver, B.C. V6E 4H1
John Flavin	Senior Vice President	1701 Pennsylvania Avenue, N.W. Washington, D. C. 20006
Robin S. Mosle	Vice President	1701 Pennsylvania Avenue, N.W. Washington, D. C. 20006
Gary A. Robinson	Treasurer	1701 Pennsylvania Avenue, N.W. Washington, D. C. 20006