

FILE FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
Mar 22, 1999 8:00 am
Secretary of State

03-22-1999 90012 050 ***150.00

DOCUMENT # F94000002486

1. Corporation Name

WALTON STREET REAL ESTATE, INC.

Principal Place of Business

Mailing Address

C/O GROSVENOR INT'L (ATLANTIC) LIMITED
1701 PENNSYLVANIA AVENUE NW
WASHINGTON DC 20006

C/O GROSVENOR INT'L (ATLANTIC) LIMITED
1701 PENNSYLVANIA AVENUE NW
WASHINGTON DC 20006

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

05/12/1994

4. FEI Number

Applied For

52-1648185

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation owes the current year Intangible
Personal Property Tax.

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

FLEMING, UNDA L ATTY
5TH FLOOR
ONE HARBOUR PLACE
TAMPA FL 33602

81 Name

CT Corporation System

82 Street Address (P.O. Box Number is Not Acceptable)

1200 South Pine Island Road

83

84 City

Plantation

FL

85 Zip Code

33324

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 title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	P	DELETE
NAME	HAYWARD RALPH W.	
STREET ADDRESS	1040 WEST GEORGIA STREET, SUITE 2100	
CITY-ST-ZIP	VANCOUVER BC V6E 4H1	
TITLE	V	DELETE
NAME	FLAVIN, JOHN	
STREET ADDRESS	1701 PENNSYLVANIA AVENUE NW SUITE 1050	
CITY-ST-ZIP	WASHINGTON DC 20006	
TITLE	SD	DELETE
NAME	MILLER, DAVID L	
STREET ADDRESS	2300 N STREET NW	
CITY-ST-ZIP	WASHINGTON DC 20037	
TITLE	T	DELETE
NAME	ROBINSON, GARY A	
STREET ADDRESS	1701 PENNSYLVANIA AVENUE NW SUITE 1050	
CITY-ST-ZIP	WASHINGTON DC 20006	
TITLE	D	DELETE
NAME	ENGEL, JOHN	
STREET ADDRESS	2300 N STREET NW	
CITY-ST-ZIP	WASHINGTON DC	
TITLE	D	DELETE
NAME	THOMAS, DAVID G	
STREET ADDRESS	55 BASINGHALL STREET	
CITY-ST-ZIP	LONDON EC2V 5DR ENGLAND	

1.1 TITLE	Change Addition
1.2 NAME	
1.3 STREET ADDRESS	see attached for complete list
1.4 CITY-ST-ZIP	
2.1 TITLE	Change Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	Change Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	Change Addition
4.2 NAME	Treasurer
4.3 STREET ADDRESS	Nicholas J. Hudson
4.4 CITY-ST-ZIP	1040 West Georgia Street Vancouver, B.C. V6E 4H1
5.1 TITLE	Change Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	Change Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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, with all other like empowered.

SIGNATURE:

Assistant Secretary

2/20/99

202-293-1235

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)

245473-90012-50
#F940000 02486

WALTON STREET REAL ESTATE, INC.

Officers and Directors

John Engel	Director	2300 N Street, N.W. Washington, D. C. 20037
David L. Miller	Director and Secretary	2300 N Street, N.W. Washington, D. C. 20037
David G. Thomas	Director	55 Basinghall Street London, EC2V 5DR, England
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
Andrew B. Galbraith	Vice President	3001 N. Rocky Point Dr. E. Tampa, Florida 33607
Nicholas J. Hudson	Treasurer	1040 West Georgia Street Vancouver, B.C. V6E 4H
Marcia C. Washburn	Assistant Treasurer	1701 Pennsylvania Avenue, N.W. Washington, D. C. 20006
Cheri L. Hall	Assistant Secretary	1701 Pennsylvania Avenue, N.W. Washington, D. C. 20006