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Apr 25 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 # F94000002998 (2)

1. Corporation Name

ADVANTAGE REAL ESTATE SERVICES, INC.

Principal Place of Business

Mailing Address

1 ATLANTIC STREET  
STAMFORD CT 06901

1 ATLANTIC STREET  
STAMFORD CT 06901-2402

3. Date Incorporated or Qualified

06/08/1994

3a. Date of Last Report

04/17/1996

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. 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

Signature, typewritten or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

SEE ATTACHED LISTING

13. CONDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE

D

NAME

LEVINE, KENNETH M

STREET ADDRESS

551 WAYNE DRIVE

CITY - ST - ZIP

RIVER VALE NJ

TITLE

PD

NAME

SCOTT, RICHARD C

STREET ADDRESS

10 YANKEE HILL RD.

CITY - ST - ZIP

WESTPORT CT

TITLE

VD

NAME

DENARDO, STEPHEN

STREET ADDRESS

163 BARNCROFT RD.

CITY - ST - ZIP

STAMFORD CT

TITLE

VD

NAME

DEWEY JR, CHARLES E

STREET ADDRESS

3 BAYVIEW DRIVE

CITY - ST - ZIP

QUOGUE NY

TITLE

VD

NAME

MCCAILL, THOMAS M

STREET ADDRESS

7727 S. VALENTIA ST.

CITY - ST - ZIP

ENGLEWOOD CO

TITLE

S

NAME

VICTORIA F SMITH

STREET ADDRESS

1740 BROADWAY

CITY - ST - ZIP

NEW YORK NY

12 NAME

13 STREET ADDRESS

14 CITY - ST - ZIP

21 TITLE

22 NAME

23 STREET ADDRESS

24 CITY - ST - ZIP

31 TITLE

32 NAME

33 STREET ADDRESS

34 CITY - ST - ZIP

41 TITLE

42 NAME

43 STREET ADDRESS

44 CITY - ST - ZIP

51 TITLE

52 NAME

53 STREET ADDRESS

54 CITY - ST - ZIP

61 TITLE

62 NAME

63 STREET ADDRESS

64 CITY - ST - ZIP

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)

**ARES, INC.**  
**One Atlantic Street**  
**Stamford, Connecticut 06901**

**Federal LD. # 13-3689045**

**LIST OF OFFICERS AND DIRECTORS**

<b><u>OFFICERS</u></b>	<b><u>TITLE</u></b>	<b><u>MAILING ADDRESS</u></b>
Richard C. Scott	Chairman, CEO & Director	One Atlantic Street Stamford, CT 06901
Charles E. Dewey, Jr.	President & Director	One Atlantic Street Stamford, CT 06901
Stephen DeNardo	Executive Vice President & Director	One Atlantic Street Stamford, CT 06901
Thomas M. McCahill	Executive Vice President & Director	7600 E. Eastman Ave.; Suite 300 Denver, CO 80231
James I. Clark, III	Senior Vice President & Director	1333 Butterfield Rd.; Suite 400 Downers Grove, IL 60515
John R. Crowley	Senior Vice President & Director	6600 LBJ Freeway Dallas, TX 75240
Bruce C. Fernald	Senior Vice President & Director	5775 E. Glenridge Dr.; Suite 100 Atlanta, GA 30328
Debra Klover	Senior Vice President & Director	One Atlantic Street Stamford, CT 06901
Stuart J. Simon	Senior Vice President & Director	19712 MacArthur Blvd.; Suite 200 Irvine, CA 92715
Edward P. Bank	Vice President & Counsel	1740 Broadway New York, NY 10019
Michael Borak	Vice President, Controller & Director	One Atlantic Street Stamford, CT 06901
Victoria F. Smith	Secretary	1740 Broadway New York, NY 10019
David V. Weigel	Treasurer	500 Frank W. Burr Blvd. Teaneck, NJ 07666
John A. Crean	Assistant Secretary	5775 E. Glenridge Dr.; Suite 100 Atlanta, GA 30328
Ellen Conlon	Assistant Secretary	1740 Broadway New York, NY 10019
Larry Cohen	Assistant Treasurer	1740 Broadway New York, NY 10019
William Powell	Director	One Atlantic Street Stamford, CT 06901