

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997. AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Sep 15 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000006528 (3)
 1. Corporation Name
HIGHRIDGE-CALPROP, INC.



Principal Place of Business 300 N. CONTINENTAL BLVD., STE 360 EL SEGUNDO CA 90245	Mailing Address 300 N. CONTINENTAL BLVD., STE 360 EL SEGUNDO CA 90245
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/21/1994	3a. Date of Last Report 05/01/1996
21 Sulte, Apt. #, etc.	22 City & State	26 Sulte, Apt. #, etc.	27 City & State	4. FEI Number 95-4508498	Applied For Not Applicable
23 Zip	24 Country	29 Zip	30 Country	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	

9. Name and Address of Current Registered Agent
NATIONSCORP REGISTERED AGENTS, INC.
526 E. PARK AVE.
TALLAHASSEE FL 32301

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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	LONG, JOHN S	
STREET ADDRESS	300 N. CONTINETAL BLVD., STE 360	
CITY-ST-ZIP	EL SEGUNDO CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ROSENFELD, EUGENE S	
STREET ADDRESS	300 N. CONTINETAL BLVD., STE 360	
CITY-ST-ZIP	EL SEGUNDO CA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BERLINGER, STEVEN A	
STREET ADDRESS	300 N. CONTINETAL BLVD., STE 360	
CITY-ST-ZIP	EL SEGUNDO CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	KASAI, LINDA	
STREET ADDRESS	300 N. CONTINETAL BLVD., STE 360	
CITY-ST-ZIP	EL SEGUNDO CA	
TITLE	T	<input type="checkbox"/> DELETE
NAME	MATSUI, LARRY M	
STREET ADDRESS	300 N. CONTINETAL BLVD., STE 360	
CITY-ST-ZIP	EL SEGUNDO CA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MAHONEY, JACK L	
STREET ADDRESS	300 N. CONTINETAL BLVD., STE 360	
CITY-ST-ZIP	EL SEGUNDO CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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: **Linda Kasai** SIGNATURE REQUIRED **8/28/97 (310) 648-7600**

CR2E034 (4/97)