

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

FILED
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 # F95000000250 (9)

1. Corporation Name
RAFAEL HOTELS LIMITED USA CORPORATION



Principal Place of Business: **126 E. 36TH ST. NEW YORK NY 10016**
 Mailing Address: **126 E. 36TH ST. NEW YORK NY 10016-3402**

3. Date Incorporated or Qualified: **01/17/1995**
 3a. Date of Last Report: **08/07/1996**
 4. FEI Number: **13-3394524**
 Applied For: 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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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

9. Name and Address of Current Registered Agent
CORPORATE ACCESS INC.
11168-D THOMASVILLE ROAD
TALLAHASSEE FL 32303

10. Name and Address of New Registered Agent
 B1 Name
 B2 Street Address (P.O. Box Number is Not Acceptable)
 B3
 B4 City **FL** B5 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: *J. Graf* (NOTE: Registered Agent signature required when reinstating) DATE: **2/14/97**

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	GRAFE, JENS	
STREET ADDRESS	126 E. 36TH ST.	
CITY - ST - ZIP	NEW YORK NY 10016	
TITLE	D	<input type="checkbox"/> DELETE
NAME	RAFAEL, GEORGE R	
STREET ADDRESS	MONTE CARLO PALACE #72	
CITY - ST - ZIP	BOULEVARD DES MOULINS, MONACO	
TITLE	CFO	<input type="checkbox"/> DELETE
NAME	DICKENS, MAXWELL	
STREET ADDRESS	MONTE CARLO PALACE #72	
CITY - ST - ZIP	BOULEVARD DES MOULINS, MONACO	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	FARELLA, FRANK E	
STREET ADDRESS	235 MONTGOMERY, SUITE 3000	
CITY - ST - ZIP	SAN FRANCISCO CA 94104	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

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: *J. Graf* DATE: **2/14/97**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)