

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

**FILED**  
**Mar 25 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F95000000250 (9)**  
 1. Corporation Name  
**RAFAEL HOTELS LIMITED USA CORPORATION**



Principal Place of Business <b>126 E. 36TH ST. NEW YORK NY 10016</b>	Mailing Address <b>126 E. 36TH ST. NEW YORK NY 10016</b>
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DO NOT WRITE IN THIS SPACE

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

<b>3.</b> Date Incorporated or Qualified <b>01/17/1995</b>	
<b>4.</b> FEI Number <b>13-3394524</b>	Applied For <input type="checkbox"/> Not Applicable
<b>5.</b> Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
<b>6.</b> Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
<b>8.</b> This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

**9. Name and Address of Current Registered Agent**

**CORPORATE ACCESS INC.  
 11188-D THOMASVILLE ROAD  
 TALLAHASSEE FL 32303**

**10. Name and Address of New Registered Agent**

<b>81</b> Name
<b>82</b> Street Address (P.O. Box Number is Not Acceptable)
<b>83</b>
<b>84</b> City
<b>85</b> 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	<b>PD</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GRAFE, JENS</b>	1.2 NAME	
STREET ADDRESS	<b>126 E. 36TH ST.</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NY 10016</b>	1.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>RAFAEL, GEORGE R</b>	2.2 NAME	
STREET ADDRESS	<b>MONTE CARLO PALACE #72</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>BOULEVARD DES MOULINS, MONACO</b>	2.4 CITY-ST-ZIP	
TITLE	<b>CFO</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>DICKENS, MAXWELL</b>	3.2 NAME	
STREET ADDRESS	<b>MONTE CARLO PALACE #72</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>BOULEVARD DES MOULINS, MONACO</b>	3.4 CITY-ST-ZIP	
TITLE	<b>AS</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>FARELLA, FRANK E</b>	4.2 NAME	
STREET ADDRESS	<b>235 MONTGOMERY, SUITE 3000</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN FRANCISCO CA 94104</b>	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 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 in an attachment with an address.

SIGNATURE \_\_\_\_\_ **JENS GRAFE** **3-11-98 (212) 681-0516**

CF2E034 (10/97)