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Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # F95000000250

1. Corporation Name
RAFAEL HOTELS LIMITED USA CORPORATION

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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
01/17/1995

4. FEI Number
13-3394524

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

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

CORPORATE ACCESS INC.
~~11400 D THOMASVILLE ROAD~~ **236 E. 6TH AVENUE**
TALLAHASSEE FL 32303

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 DELETE PD GRAFE, JENS
 NAME 126 E. 36TH ST.
 STREET ADDRESS NEW YORK NY 10016
 CITY-ST-ZIP

TITLE DELETE D RAFAEL, GEORGE R
 NAME MONTE CARLO PALACE #72
 STREET ADDRESS BOULEVARD DES MOULINS, MONACO
 CITY-ST-ZIP

TITLE DELETE CFO DICKENS, MAXWELL
 NAME MONTE CARLO PALACE #72
 STREET ADDRESS BOULEVARD DES MOULINS, MONACO
 CITY-ST-ZIP

TITLE DELETE AS FARELLA, FRANK E
 NAME 235 MONTGOMERY, SUITE 3000
 STREET ADDRESS SAN FRANCISCO CA 94104
 CITY-ST-ZIP

TITLE DELETE

TITLE DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

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

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

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

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 on an attachment with an address, with all other like empowered.

SIGNATURE: **JENS GRAFE** *Jens Grafe* 2/12/99 212/686-0555
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)