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**Mar 12 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 # F95000003547 (5)

1. Corporation Name
CRESLEIGH MANAGEMENT, INC.



Principal Place of Business
**433 CALIFORNIA ST., 7TH FL.
SAN FRANCISCO CA 94104-2011**

Mailing Address
**433 CALIFORNIA ST., 7TH FL.
SAN FRANCISCO CA 94104-2016**

| | |
|--|--|
| 3. Date Incorporated or Qualified 07/24/1995 | 3a. Date of Last Report 05/01/1996 |
| 4. FEI Number 94-3033518 | Applied For <input type="checkbox"/> Not Applicable |
| 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> 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. Zip Country | 29. Zip Country |
| 25. Country | 30. Country |

9. Name and Address of Current Registered Agent
**MR. JOHN MACKEY
7550 AUGUSTA NATIONAL DRIVE
ORLANDO FL 32822**

10. Name and Address of New Registered Agent

| | |
|--|--------------|
| 81. Name | 85. Zip Code |
| 82. Street Address (P.O. Box Number is Not Acceptable) | FL |
| 83. | |
| 84. City | |

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 | CP <input type="checkbox"/> DELETE |
| NAME | LUI, LAWRENCE Y |
| STREET ADDRESS | 433 CALIFORNIA ST., 7TH FL. SAN FRANCISCO CA 94104-2011 |
| CITY - ST - ZIP | SAN FRANCISCO CA 94104-2011 |
| TITLE | DV <input type="checkbox"/> DELETE |
| NAME | CARTER, ANTONY |
| STREET ADDRESS | 433 CALIFORNIA ST., 7TH FL. SAN FRANCISCO CA 94104-2011 |
| CITY - ST - ZIP | SAN FRANCISCO CA 94104-2011 |
| TITLE | D <input type="checkbox"/> DELETE |
| NAME | LUI, GORRETTI |
| STREET ADDRESS | 433 CALIFORNIA ST., 7TH FL. SAN FRANCISCO CA 94104-2011 |
| CITY - ST - ZIP | SAN FRANCISCO CA 94104-2011 |
| TITLE | S <input type="checkbox"/> DELETE |
| NAME | WEIBLE, JOYCE M |
| STREET ADDRESS | 433 CALIFORNIA ST., 7TH FL. SAN FRANCISCO CA 94104-2011 |
| CITY - ST - ZIP | SAN FRANCISCO CA 94104-2011 |
| TITLE | CFOT <input type="checkbox"/> DELETE |
| NAME | LEUNG, WILFRED |
| STREET ADDRESS | 433 CALIFORNIA ST., 7TH FL. SAN FRANCISCO CA 94104-2011 |
| CITY - ST - ZIP | SAN FRANCISCO CA 94104-2011 |
| 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: *Joyce M Weible* **March 7, 1997** **415/398-3333**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

CR2E034 (9/96)