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Mar 28 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 # F95000005457 (5)

1. Corporation Name  
NATIONAL GOLF PROPERTIES, INC.

Principal Place of Business  
1448 - 15TH ST., STE. 200  
SANTA MONICA CA 90404

Mailing Address  
1448 - 15TH ST., STE. 200  
SANTA MONICA CA 90404-2756



3. Date Incorporated or Qualified 11/07/1995	3a. Date of Last Report 04/19/1996
4. FEI Number 95-4549193	Applied For 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 checked="" type="checkbox"/> No	

2. Principal Place of Business 21 2951 28th Street Suite, Apt. #, etc. 22 Suite 3001 City & State 23 Santa Monica, CA Zip 24 90405	2a. Mailing Address 26 2951 28th Street Suite, Apt. #, etc. 27 Suite 3001 City & State 28 Santa Monica, CA Zip 29 90405	Country 25 USA 30 USA
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9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 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 85 Zip Code FL
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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 NAME STREET ADDRESS CITY - ST - ZIP	PD PRICE, RICHARD C 1448 - 15TH ST., STE. 200 SANTA MONICA CA 90404 <input type="checkbox"/> DELETE NEW ADDRESS SEE EXHIBIT B	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	CD PRICE, DAVID G 2951 28TH ST. STE 3001 SANTA MONICA, CA 90405 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DVST SAUSE, EDWARD R 1448 - 15TH ST., STE. 200 SANTA MONICA CA 90404 <input type="checkbox"/> DELETE NEW ADDRESS SEE EXHIBIT B	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	GCC THOMPSON, SCOTT S 2951 28TH ST., STE 3001 SANTA MONICA, CA 90405 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D ARCHER, RICHARD A 1448 - 15TH ST., STE. 200 SANTA MONICA CA 90404 <input type="checkbox"/> DELETE NEW ADDRESS SEE EXHIBIT B	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D CUSHMAN, JOHN C III 1448 - 15TH ST., STE. 200 SANTA MONICA CA 90404 <input type="checkbox"/> DELETE NEW ADDRESS SEE EXHIBIT B	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D KARATZ, BRUCE 1448 - 15TH ST., STE. 200 SANTA MONICA CA 90404 <input type="checkbox"/> DELETE NEW ADDRESS SEE EXHIBIT B	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D PAUL, CHARLES S 1448 - 15TH ST., STE. 200 SANTA MONICA CA 90404 <input type="checkbox"/> DELETE NEW ADDRESS SEE EXHIBIT B	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: Richard C Price DATE: 5/19/97 DAYTIME PHONE: 310-664-4100  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)

# Change of Address

## EXHIBIT B

Board of Directors - National Golf Properties, Inc.

Name	Title	Address	City	State	Zip Code
David G. Price	Chairman of the Board	2951 28th Street, Suite 3001	Santa Monica	CA	90405
Richard A. Archer	Director	2951 28th Street, Suite 3001	Santa Monica	CA	90405
Bruce Karatz	Director	2951 28th Street, Suite 3001	Santa Monica	CA	90405
Richard C. Price	Director	2951 28th Street, Suite 3001	Santa Monica	CA	90405
John C. Cushman, III	Director	2951 28th Street, Suite 3001	Santa Monica	CA	90405
Charles S. Paul	Director	2951 28th Street, Suite 3001	Santa Monica	CA	90405
Edward R. Sause	Director	2951 28th Street, Suite 3001	Santa Monica	CA	90405