


SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
 Aug 22 1997 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000000044 (5)
 1. Corporation Name
AMB INDUSTRIAL INCOME FUND, INC.



Principal Place of Business % AMB INSTITUTIONAL REALTY ADVISORS, INC. 505 MONTGOMERY ST., 5TH FL. SAN FRANCISCO CA 94111	Mailing Address % AMB INSTITUTIONAL REALTY ADVISORS, INC. 505 MONTGOMERY ST., 5TH FL. SAN FRANCISCO CA 94111
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DO NOT WRITE IN THIS SPACE

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

3 Date Incorporated or Qualified 01/02/1996	3a Date of Last Report
4 FEI Number 94-3198995	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525**

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

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 _____
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		
TITLE	DC	<input type="checkbox"/> DELETE
NAME	BURKE, T. ROBERT	
STREET ADDRESS	505 MONTGOMERY ST., 5TH FL.	
CITY-ST-ZIP	SAN FRANCISCO CA 94111	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	MOGHADAM, HAMID R	
STREET ADDRESS	505 MONTGOMERY ST., 5TH FL.	
CITY-ST-ZIP	SAN FRANCISCO CA 94111	
TITLE	D	<input type="checkbox"/> DELETE
NAME	EDELSTEIN, ROBERT H	
STREET ADDRESS	505 MONTGOMERY ST., 5TH FL.	
CITY-ST-ZIP	SAN FRANCISCO CA 94111	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SEDWAY, LYNN M	
STREET ADDRESS	505 MONTGOMERY ST., 5TH FL.	
CITY-ST-ZIP	SAN FRANCISCO CA 94111	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SHEPHERD, PAUL P	
STREET ADDRESS	505 MONTGOMERY ST., 5TH FL.	
CITY-ST-ZIP	SAN FRANCISCO CA 94111	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	CARNIGLIA, S. DAVIS	
STREET ADDRESS	505 MONTGOMERY ST., 5TH FL.	
CITY-ST-ZIP	SAN FRANCISCO CA 94111	

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: *SIGNATURE REQUIRED: DAVIS, CARNIGLIA* 8.11.97 115-394-818

CR2E034 (4/97)