

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

FILED
May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000002709 (1)

1. Corporation Name

SHOPPES THREE CORP.



Principal Place of Business 7000 EAST BELLEVUE AVENUE, SUITE 350 GREENWOOD VILLAGE CO 80111	Mailing Address 7000 EAST BELLEVUE AVENUE, SUITE 350 GREENWOOD VILLAGE CO 80111
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 1050 S Cook Suite, Apt. #, etc. 22 City & State 23 Denver CO Zip 24 80209		2a. Mailing Address 26 1050 S Cook Suite, Apt. #, etc. 27 City & State 28 Denver CO Zip 29 80209		3. Date Incorporated or Qualified 05/30/1996	
4. FEI Number 84-1344762		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		7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

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

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	Vice President
NAME	PARISER, PAUL E	1.2 NAME	Bruno Di Sperio
STREET ADDRESS	700 EAST BELLEVUE AVENUE, SUITE 350	1.3 STREET ADDRESS	1177 W. Hastings, Suite 2000
CITY-ST-ZIP	GREENWOOD VILLAGE CO 80111	1.4 CITY-ST-ZIP	Vancouver BC Canada V6E 2K3
TITLE	V	2.1 TITLE	Secretary
NAME	RATKOVIC, JAMES M	2.2 NAME	Lynn Kachas
STREET ADDRESS	700 EAST BELLEVUE AVENUE, SUITE 350	2.3 STREET ADDRESS	1050 S Cook
CITY-ST-ZIP	GREENWOOD VILLAGE CO 80111	2.4 CITY-ST-ZIP	Denver CO 80209
TITLE	S	3.1 TITLE	
NAME	SELL, MARK A	3.2 NAME	
STREET ADDRESS	700 EAST BELLEVUE AVENUE, SUITE 350	3.3 STREET ADDRESS	
CITY-ST-ZIP	GREENWOOD VILLAGE CO 80111	3.4 CITY-ST-ZIP	
TITLE	T	4.1 TITLE	
NAME	GARGARO, TRACY J	4.2 NAME	
STREET ADDRESS	700 EAST BELLEVUE AVENUE, SUITE 350	4.3 STREET ADDRESS	
CITY-ST-ZIP	GREENWOOD VILLAGE CO 80111	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	BELZBERG, SAMUEL	5.2 NAME	
STREET ADDRESS	700 EAST BELLEVUE AVENUE, SUITE 350	5.3 STREET ADDRESS	
CITY-ST-ZIP	GREENWOOD VILLAGE CO 80111	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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 on an attachment with an address.

SIGNATURE: [Signature] 4.28.98 303.733.34

CR2E034 (10/97)