

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

FILED
Mar 31 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 # F96000003246 (3)

1. Corporation Name
QUAIL PLAZA, INC.



Principal Place of Business
**4500 EXECUTIVE DRIVE, STE 110
 NAPLES FL 33999**

Mailing Address
**4500 EXECUTIVE DRIVE, STE 110
 NAPLES FL 34119-9907**

3. Date Incorporated or Qualified **06/13/1996** 3a. Date of Last Report

2. Principal Place of Business
 21. Subst. Apt. #, etc.
 22. City & State
 23. Zip Country
 24. 25. 29. 30.

4. FEI Number **APPLIED FOR 13-3883353** Applied For Not Applicable
 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes 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 **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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PCDT	<input type="checkbox"/> DELETE
NAME	BROWN, THOMAS G	
STREET ADDRESS	ONE LIBERTY PLAZA, 52ND FLOOR	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	WALKER, KEVIN	
STREET ADDRESS	ONE LIBERTY PLAZA, 52ND FLOOR	
CITY-ST-ZIP	NEW YORK NY	
TITLE	S	<input type="checkbox"/> DELETE
NAME	PIIPPONEN, JEFFREY A	
STREET ADDRESS	4500 EXECUTIVE DRIVE, STE 110	
CITY-ST-ZIP	NAPLES FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 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: *Jeffrey A. Piipponen* SECRETARY 2/21/97 9415940100

CR2E034 (9/96)