

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

FILED
May 15 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 # F96000005344
 1. Corporation Name
Homestead Village Incorporated

Principal Place of Business 2030 Powers Ferry Road, Suite 222 Atlanta, GA 30339	Mailing Address 7777 Market Center Avenue El Paso, TX 79912
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 10/15/96	3a. Date of Last Report 1st Report
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 74-2770966	Applied For <input type="checkbox"/> Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. Country	30. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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. City	300002193819
84. Zip Code	-05/28/97--01102--036 ***165.00 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's signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
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

1.1 TITLE	DC <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Michael D. Cryan
1.3 STREET ADDRESS	2030 Powers Ferry Road, Suite 222
1.4 CITY - ST - ZIP	Atlanta, GA 30339
2.1 TITLE	DCP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	David C. Dressler, Jr.
2.3 STREET ADDRESS	125 Lincoln Avenue
2.4 CITY - ST - ZIP	Santa Fe, NM 87501
3.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	John P. Frazee, Jr.
3.3 STREET ADDRESS	9512 Bull Headley Road
3.4 CITY - ST - ZIP	Tallahassee, FL 32312
4.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Patricia G. Will
4.3 STREET ADDRESS	3610 Georgetown Street
4.4 CITY - ST - ZIP	Houston, TX 77005
5.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	C. Ronald Blankenship
5.3 STREET ADDRESS	125 Lincoln Avenue
5.4 CITY - ST - ZIP	Santa Fe, NM 87501
6.1 TITLE	Senior V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Gary A. DeLapp
6.3 STREET ADDRESS	1140 Empire Central Drive, Suite 450
6.4 CITY - ST - ZIP	Dallas, TX 75247

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: _____ Date: **5/20/97** Daytime Phone #: **716-877-2500**

CR2E034 (9/96)

Homestead Village Incorporated
Florida Annual Report
List of Officers

Doc #: F96000005344
FEIN: 74-2770966

<u>Title</u>	<u>Name</u>	<u>Address</u>
Senior V	Robert W. Frost, Jr.	2030 Powers Ferry Rd., Ste 222 Atlanta, GA 30339
Senior V	John R. Patterson	2030 Powers Ferry Rd., Ste 222 Atlanta, GA 30339
Senior V	Ken W. Pierce	2030 Powers Ferry Rd., Ste 222 Atlanta, GA 30339
Senior V	Donald J. Schultz	125 Lincoln Avenue Santa Fe, NM 87501
V	Stephen N. Benjamin	2030 Powers Ferry Rd., Ste 222 Atlanta, GA 30339
V	Laurie B. Burns	2030 Powers Ferry Rd., Ste 222 Atlanta, GA 30339
VT	Robert E. Clark	7777 Market Center Avenue El Paso, TX 79912
V	Thomas A. Cobb	2030 Powers Ferry Rd., Ste 222 Atlanta, GA 30339
V	Brian M. Fraser	2030 Powers Ferry Rd., Ste 222 Atlanta, GA 30339
V	Bradley P. Griggs	184 Technology Drive, Ste 202 Irvine, CA 92618
V	A. David Hale	2030 Powers Ferry Rd., Ste 222 Atlanta, GA 30339
V	Laura L. Hamilton	125 Lincoln Avenue Santa Fe, NM 87501
V	W. Geoffrey Jewett	125 Lincoln Avenue Santa Fe, NM 87501
V	Peter M. Jobson	2030 Powers Ferry Rd., Ste 222 Atlanta, GA 30339
V	Jeffry A. Jones	1140 Empire Central Dr., Ste 450 Dallas, TX 75247
V	Arthur G. May	22290 Foothill Boulevard, 2nd Floor Hayward, CA 94541

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<u>Title</u>	<u>Name</u>	<u>Address</u>
V	Gregg A. Plouff	1140 Empire Central Dr., Ste 450 Dallas, TX 75247
V	Kent K. Poulsen	2030 Powers Ferry Rd., Ste 222 Atlanta, GA 30339
V	Jerry D. Quinn	1140 Empire Central Dr., Ste 450 Dallas, TX 75247
V	Mark E. Riley	2030 Powers Ferry Rd., Ste 222 Atlanta, GA 30339
V	F. Joseph Rogers	7777 Market Center Avenue El Paso, TX 79912
V	Sally H. Rowling	1140 Empire Central Dr., Ste 450 Dallas, TX 75247
V	S. Scott Stewart	2030 Powers Ferry Rd., Ste 222 Atlanta, GA 30339
V	Steven M. Tangney	22290 Foothill Boulevard, 2nd Floor Hayward, CA 94541
V	Matthew B. Whalen	2030 Powers Ferry Rd., Ste 222 Atlanta, GA 30339
S & Senior V	Jeffrey A. Klopf	125 Lincoln Avenue Santa Fe, NM 87501
Assistant S	Lucinda G. Marker	125 Lincoln Avenue Santa Fe, NM 87501
Assistant S	Deborah C. Wazny	2030 Powers Ferry Rd., Ste 222 Atlanta, GA 30339
Assistant T	Gerald R. Morgan, Jr.	125 Lincoln Avenue Santa Fe, NM 87501
Assistant T	Jayson C. Cyr	7777 Market Center Avenue El Paso, TX 79912