

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

FILED
Feb 11 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 # F97000005729 (5)
 1. Corporation Name
CP MIAMI RETAIL OPERATING CORPORATION



Principal Place of Business 10777 WESTHEIMER, STE. 1000 HOUSTON TX 77042	Mailing Address 10777 WESTHEIMER, STE. 1000 HOUSTON TX 77042
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/30/1997	
21 Suite, Apt. #, etc.	22 City & State	23 Zip	24 Country	25	26
21		26		4. FEI Number 76-0546483	
22		27		Applied For Not Applicable	
23		28		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
24		29		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
25		30		8. 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				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81 Name			
				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 _____ DATE _____
Signature, typed or printed name of registered agent, and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DPAS	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALIBHAI, KARIM	1.2 NAME	
STREET ADDRESS	10777 WESTHEIMER, STE. 1000	1.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77042	1.4 CITY-ST-ZIP	
TITLE	VST	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NICKLES, JAMES R	2.2 NAME	
STREET ADDRESS	10777 WESTHEIMER, STE. 1000	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77042	2.4 CITY-ST-ZIP	
TITLE	V	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALIBHAI, HAIDER	3.2 NAME	
STREET ADDRESS	10777 WESTHEIMER, STE. 1000	3.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77042	3.4 CITY-ST-ZIP	
TITLE	VAS	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURNS, BRENT	4.2 NAME	
STREET ADDRESS	10777 WESTHEIMER, STE. 1000	4.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77042	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: *Karim Alibhai*

1-15-98

CR2E034 (10/97)