FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT

1996 4-1-96 B- 2904 C

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # H84815 (0)

1. Corporation Name

BOOTHE LAND CORPORATION

Principal Place of Business
100 BUSH STREET. STE ~~1700~~ 1250
SAN FRANCISCO CA 94104

Mailing Address
100 BUSH STREET. STE ~~1700~~ 1250
SAN FRANCISCO CA 94104

3. Date Incorporated or Qualified: 11/12/1985

3a. Date of Last Report: 01/24/1995

4. FEI Number: 94-3000049 — 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

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 County 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 County 30

9. Name and Address of Current Registered Agent

SCOTT, WILLIAM G.
101 E KENNEDY BLVD STE 2700
TAMPA FL 33602

10. Name and Address of New Registered Agent

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

11. Pursuant to the provisions of Section 607.0505, 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. The corporation's current principal place of business is to be identical to such registered office. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE

12. OFFICERS AND DIRECTORS

TITLE	PTD	[ ] DELETE
NAME	ARONOFF, STUART B	
STREET ADDRESS	100 BUSH ST-SUITE ~~1700~~ 1250	
CITY, ST, ZIP	SAN FRANCISCO CA	
TITLE	VSD	[ ] DELETE
NAME	PRICE, JOHN M	
STREET ADDRESS	100 BUSH ST-SUITE ~~1700~~ 1250	
CITY, ST, ZIP	SAN FRANCISCO CA	
TITLE	ATS	[ ] DELETE
NAME	POST, S. DOUGLAS	
STREET ADDRESS	100 BUSH ST., STE-~~1700~~ 1250	
CITY, ST, ZIP	SAN FRANCISCO CA	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

51 TITLE	[ ] Change	[ ] Addition
52 NAME		
53 STREET ADDRESS		
54 CITY, ST, ZIP		
61 TITLE	[ ] Change	[ ] Addition
62 NAME		
63 STREET ADDRESS		
64 CITY, ST, ZIP		
71 TITLE	[ ] Change	[ ] Addition
72 NAME		
73 STREET ADDRESS		
74 CITY, ST, ZIP		
81 TITLE	[ ] Change	[ ] Addition
82 NAME		
83 STREET ADDRESS		
84 CITY, ST, ZIP		
91 TITLE	[ ] Change	[ ] Addition
92 NAME		
93 STREET ADDRESS		
94 CITY, ST, ZIP		
101 TITLE	[ ] Change	[ ] Addition
102 NAME		
103 STREET ADDRESS		
104 CITY, ST, ZIP		

CR2E034 (12/95)

14. I hereby certify that the information indicated on this report or supplemental 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 with an officer or director title.

SIGNATURE: 1/17/96 (415) 989-6580

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

JOHN M. PRICE