

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

PROFIT CORPORATION ANNUAL REPORT 1997



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

APPROVED AND FILED

97 APR 17 PM 1:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # K35545

1. Corporation Name

RRR PROPERTY MANAGEMENT, INC.

Principal Place of Business
c/o RICHARD SASSI
8750 DORAL BLVD.
MIAMI FL 33178-9402

Mailing Address
c/o CITIBANK LEGAL DEPT.
ONE SANSOME ST. 27TH FLOOR
SAN FRANCISCO CA 94104-4448

3. Date Incorporated or Qualified 09/30/1988
3a. Date of Last Report 04/12/1996

21	2. Principal Place of Business c/o Citibank Arizona State, Apt. #, etc.	2a	Mailing Address Same Suite, Apt. #, etc.	4	FBI Number 65-0079066	Applied For Not Applicable
22	4041 N. Central Ave. 3rd Fl. City & State	27	Phoenix, Arizona	5	Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
23	85012 Country USA	28	USA	6	Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	85012	29	USA	30	8. 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 SASSI, RICHARD M. 8750 DORAL BLVD. MIAMI FL 33178				10. Name and Address of New Registered Agent			
81	Name	C T Corporation System			85	Zip Code	33324
82	Street Address (P.O. Box Number is Not Acceptable)	1200 South Pine Island Road					
83	City	Plantation					
84	State	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: *Anne Diamond* ANNE DIAMOND Asst Secy 4/16/97
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
11.1	P	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
11.2	MCAUSLAN, ROBERT		1.2 NAME	EMERY, EDWARD J.			
11.3	4041 N. CENTRAL AVE. 3RD FLOOR		1.3 STREET ADDRESS	4041 N. CENTRAL AVE. 3RD FLOOR			
11.4	PHOENIX, AZ 85012		1.4 CITY-ST-ZIP	PHOENIX, AZ 85012			
11.5	VP/AS	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
11.6	SASSI, RICHARD		2.2 NAME	DILLIAM, KATHERINE A.			
11.7	8750 DORAL BLVD.		2.3 STREET ADDRESS	4041 N. CENTRAL AVE. 3RD FLOOR			
11.8	MIAMI FL 33178		2.4 CITY-ST-ZIP	PHOENIX, AZ 85012			
11.9	S	<input type="checkbox"/> DELETE	3.1 TITLE	100002146401-00	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
11.10	LOCK, DALE C.		3.2 NAME	-04/17/97--01046--028			
11.11	ONE SANSOME STREET 27TH FLOOR		3.3 STREET ADDRESS	****173.75 ****173.75			
11.12	SAN FRANCISCO CA 94104-4448		3.4 CITY-ST-ZIP				
11.13	V/AS	<input type="checkbox"/> DELETE	4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition		
11.14	HOWLAND, AMY D.		4.2 NAME				
11.15	4041 N. CENTRAL AVE. 3RD FLOOR		4.3 STREET ADDRESS				
11.16	PHOENIX, AZ 85012		4.4 CITY-ST-ZIP				
11.17		<input type="checkbox"/> DELETE	5.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
11.18			5.2 NAME	TEICHGRAEBER, THOMAS G.			
11.19			5.3 STREET ADDRESS	500 W. MADISON STREET, 7TH FLOOR			
11.20			5.4 CITY-ST-ZIP	CHICAGO, IL 60661			
11.21		<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition		
11.22			6.2 NAME				
11.23			6.3 STREET ADDRESS				
11.24			6.4 CITY-ST-ZIP				

14. I, the undersigned, 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 called 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: *Amy D. Howland* AMY D. HOWLAND VP/AS 4-9-97 602/631-4134
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CP2E034 (9/96)