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FILED  
Apr 23 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # K35545 (8)**  
 1. Corporation Name  
**RRR PROPERTY MANAGEMENT, INC.**



Principal Place of Business <b>C/O CITIBANK ARIZONA</b> <b>4041 N. CENTRAL AVE. 3RD FL</b> <b>PHOENIX AZ 85012</b>	Mailing Address <b>C/O CITIBANK ARIZONA</b> <b>4041 N. CENTRAL AVE. 3RD FL</b> <b>PHOENIX AZ 85012</b>
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DO NOT WRITE IN THIS SPACE

<b>2. Principal Place of Business</b> <b>21</b> Suite, Apt. #, etc. <b>22</b> City & State <b>23</b> Zip <b>24</b> Country		<b>2a. Mailing Address</b> <b>26</b> 500 W. Madison <b>27</b> Suite, Apt. #, etc. <b>28</b> 8th Floor <b>29</b> City & State <b>30</b> Chicago, IL <b>31</b> Zip <b>32</b> 60661 <b>33</b> Country <b>34</b> Cook		<b>3. Date Incorporated or Qualified</b> <b>09/30/1988</b>
<b>4. FEI Number</b> <b>65-0079066</b>		<b>Applied For</b> <input type="checkbox"/> Not Applicable		
<b>5. Certificate of Status Desired</b> <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>		<b>6. Election Campaign Financing</b> <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>		
<b>8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.</b> <input type="checkbox"/> Yes <input type="checkbox"/> No				

<b>9. Name and Address of Current Registered Agent</b> <b>C T CORPORATION SYSTEM</b> <b>1200 SOUTH PINE ISLAND ROAD</b> <b>PLANTATION FL 33324</b>	<b>10. Name and Address of New Registered Agent</b> <b>81</b> Name <b>82</b> Street Address (P.O. Box Number is Not Acceptable) <b>83</b> <b>84</b> City <b>FL</b> <b>85</b> Zip Code
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P EMERY, EDWARD J 4041 N. CENTRAL AVE., 3RD FLOOR PHOENIX AZ 85012	1.1 TITLE	Vice President
NAME		1.2 NAME	Eric Rumble
STREET ADDRESS		1.3 STREET ADDRESS	4041 N. Central Ave., #300
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Phoenix, AZ 85012
TITLE	V DILLIAM, KATHERINE A 4041 N. CENTRAL AVE., 3RD FLOOR PHOENIX AZ 85012	2.1 TITLE	Vice President
NAME		2.2 NAME	Holly Cady
STREET ADDRESS		2.3 STREET ADDRESS	3300 N. Central Ave., 5th Floor
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Phoenix, AZ 85012
TITLE	S LOCKE, DALE C ONE SANSOME STREET, 27TH FLOOR SAN FRANCISCO CA 94104-4448	3.1 TITLE	Secretary
NAME		3.2 NAME	Glenn White
STREET ADDRESS		3.3 STREET ADDRESS	3300 N. Central Ave., 5th Floor
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Phoenix, AZ 85012
TITLE	VAS HOWLAND, AMY D 4041 N CENTRAL AVE., 3RD FLOOR PHOENIX AZ 85012	4.1 TITLE	Vice President & Asst. Sec.
NAME		4.2 NAME	Mike Regan
STREET ADDRESS		4.3 STREET ADDRESS	500 W. Madison, 8th Floor
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Chicago, IL 60661
TITLE	AS TEICHGRAEBER, THOMAS G 500 W. MADISON STREET, 7TH FLOOR CHICAGO IL 60661	5.1 TITLE	Vice President
NAME		5.2 NAME	Anita Jordon
STREET ADDRESS		5.3 STREET ADDRESS	4041 N. Central Ave., #300
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Phoenix, AZ 85012
TITLE		6.1 TITLE	VP & Asst. Sec./Director
NAME		6.2 NAME	Jo-Ann Barr Titley
STREET ADDRESS		6.3 STREET ADDRESS	8750 Doral Blvd.
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Miami, FL 33178

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: \_\_\_\_\_ Mike Regan, VP & Asst. Sec. 4/14/89 312-627-3718

CR2E034 (10/97)