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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **K68590** (4)
1. Corporation Name
HOLIDAY HARBOR MANAGEMENT CORPORATION

Principal Place of Business C/O RICHARD SASSER 8750 DORAL BLVD. MIAMI FL 33178-9402	Mailing Address C/O CITIBANK LEGAL DEPT ONE SANSOME ST 27TH FLOOR SAN FRANCISCO CA 94104-4448 US
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2. Principal Place of Business 21 c/o Citibank Arizona Suite, Apt. #, etc. 22 4041 N. Central Ave., 3rd Floor City & State 23 Phoenix, Arizona Zip 24 85012	2a. Mailing Address 26 same Suite, Apt. #, etc. City & State 28 Zip 29 Country 30	3. Date Incorporated or Qualified 02/27/1989	3a. Date of Last Report 04/12/1996
		4. FEI Number 65-0125632	Applied For Not Applicable
		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
		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 82 Street Address (P.O. Box Number is Not Acceptable) 1200 South Pine Island Road 83 84 City Plantation FL 85 Zip Code 33324
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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 *Anne Diamond* *Anne Diamond Asst. Secy* 4/16/97
Signature: typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VA SASSI, RICHARD 8750 DORAL BLVD. MIAMI FL <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	VP Daniel R. Porth 4041 N. Central Ave., 3rd Floor Phoenix, AZ 85012 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S LOCK, DALE C ONE SANSOME STREET 27TH FLOOR SAN FRANCISCO CA <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	300002146423-2 -04/17/97--01046--030 ***173.75 ***173.75
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P MCAUSLAN, ROBERT 4041 N. CENTRAL AVE. PHOENIX AZ 85012 <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	P Edward J. Emery 4041 N. Central Ave., 3rd Floor Phoenix, AZ 85012 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS HOWLAND, AMY D 4041 N. CENTRAL AVE., 3RD FLOOR PHOENIX AZ 85012 <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	V/AS <i>A. Alan</i> 4/17/97 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VA HERBIG, JUDITH A 4041 N. CENTRAL AVE. PHOENIX AZ 85012 <input checked="" type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	V Katherine A. Dilliam 4041 N. Central Ave., 3rd Floor Phoenix, AZ 85012 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	AS TEICHGRAEBER, THOMAS G. 500 W. MADISON STREET, 7TH FLOOR CHICAGO, IL 60661 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

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

CR2E034 (9/96)