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96 APR 28 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



NONPROFIT CORPORATION ANNUAL REPORT 1996

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

DOCUMENT # P00525 (6)

1. Corporation Name
TISHMAN SPEYER PROPERTIES, INC.

Principal Place of Business: **C/O TISHMAN SPEYER PROPERTIES 520 MADISON AVENUE NEW YORK NY 10022**

Mailing Address: **C/O TISHMAN SPEYER PROPERTIES 520 MADISON AVENUE NEW YORK NY 10022**

3. Date Incorporated or Qualified: **01/09/1984**

3a. Date of Last Report: **04/12/1995**

4. FEI Number: **13-3204710**

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) Country (25)

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

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

85 Zip Code **FL**

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating.) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CD	<input type="checkbox"/> DELETE
NAME	TISHMAN, ROBERT V.	
STREET ADDRESS	520 MADISON AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	ROTH, GARY W	
STREET ADDRESS	520 MADISON AVE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	SPEYER, JERRY I.	
STREET ADDRESS	520 MADISON AVE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	V	<input type="checkbox"/> DELETE
NAME	NATHAN, ANDREW	
STREET ADDRESS	520 MADISON AVE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	T	<input type="checkbox"/> DELETE
NAME	AUGARTEN, DAVID	
STREET ADDRESS	520 MADISON AVE	
CITY-ST-ZIP	NEW YORK NY	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	500001813435
2.3 STREET ADDRESS	-05/08/96--01055--011
2.4 CITY-ST-ZIP	****200.00 ****200.00
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: _____ DATE: **3-27-96** DAYTIME PHONE #: **(212) 715-0300**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: **Andrew J. Nathan, VP**

CR2E037 (12/95)