

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

FILED
May 12 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P03143 (5)
1. Corporation Name
GP REAL ESTATE SERVICES II INC.

Principal Place of Business 3 WORLD FINANCIAL CENTER 29TH FLOOR NEW YORK NY 10285	Mailing Address FIRST DATA INVESTOR SERVICES GROUP P.O. BOX 1527 BOSTON MA 02104-1527 US
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3. Date Incorporated or Qualified 08/24/1984	3a. Date of Last Report 05/01/1996
4. FEI Number 04-2711654	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input 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 type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	10. Name and Address of New Registered Agent 81 Name The Prentice-Hall Corporation System, Inc 82 Street Address (P.O. Box Number is Not Acceptable) 1201 Hays Street 83 84 City TALLAHASSEE FL 85 Zip Code 32301
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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 David W. Nickelsen Date 4/24/97
(NOTE: Registered Agent's signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ABBOTT, PAUL L	1.2 NAME	
STREET ADDRESS	3 WORLD FINANCIAL CENTER 29TH FLOOR	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10285	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRAVER, MOSHE	2.2 NAME	
STREET ADDRESS	3 WORLD FINANCIAL CENTER-12TH FLOOR	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10285	2.4 CITY-ST-ZIP	
TITLE	V	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DONAHUE, SEAN	3.2 NAME	
STREET ADDRESS	3 WORLD FINANCIAL CENTER 29TH FLOOR	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10285	3.4 CITY-ST-ZIP	
TITLE	T	4.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GILFENBAUM, AMY	4.2 NAME	
STREET ADDRESS	3 WORLD FINANCIAL CENTER-12TH FLOOR	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	4.4 CITY-ST-ZIP	
TITLE	S	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MANSON, KAREN	5.2 NAME	
STREET ADDRESS	3 WORLD FINANCIAL CENTER-29TH FLOOR	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10285	5.4 CITY-ST-ZIP	
TITLE	AT	6.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	TERNULLO, JOSEPH L	6.2 NAME	
STREET ADDRESS	31 ST. JAMES AVENUE-6TH FLOOR	6.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA	6.4 CITY-ST-ZIP	

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: Cynthia Griesinger Date 4/23/97 (67)573-1103

CR2E034 (9/96)