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Mar 31 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # **P19457** (1)
1. Corporation Name
HMC RETIREMENT PROPERTIES, INC

Principal Place of Business
**10400 FERNWOOD ROAD
DEPT. 862
BETHESDA MD 20817-1109**

Mailing Address
**10400 FERNWOOD ROAD
DEPT 72/862
BETHESDA MD 20817
US**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date incorporated or Qualified 06/01/1988	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 52-1536288	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**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

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

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	PASD	1.1 TITLE	PSD
NAME	TOWNSEND, CHRISTOPHER G	1.2 NAME	
STREET ADDRESS	10400 FERNWOOD ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD	1.4 CITY-ST-ZIP	
TITLE	VAS	2.1 TITLE	
NAME	MURCH, PAMELA J	2.2 NAME	
STREET ADDRESS	10400 FERNWOOD RD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD	2.4 CITY-ST-ZIP	
TITLE	T	3.1 TITLE	
NAME	WARDINSKI, BRUCE D	3.2 NAME	
STREET ADDRESS	10400 FERNWOOD ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD 20817-1109	3.4 CITY-ST-ZIP	
TITLE	AS	4.1 TITLE	
NAME	WALLACE, SUSAN E	4.2 NAME	
STREET ADDRESS	10400 FERNWOOD RD.	4.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD	4.4 CITY-ST-ZIP	
TITLE	VDAT	5.1 TITLE	
NAME	PARSONS, ROBERT E JR	5.2 NAME	
STREET ADDRESS	10400 FERNWOOD RD	5.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD	5.4 CITY-ST-ZIP	
TITLE	VD	6.1 TITLE	
NAME	CHRISTOPHER J. MASSETTA	6.2 NAME	
STREET ADDRESS	10400 FERNWOOD ROAD	6.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD	6.4 CITY-ST-ZIP	

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.

CP2E034 (10/97)