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Feb 11 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P21735

(6)

1. Corporation Name

H C PROPERTIES U.S.A., INC.



Principal Place of Business

510 WEST 6TH STREET
SUITE 1000
LOS ANGELES CA 90014
US

Mailing Address

510 WEST 6TH STREET
SUITE 1000
LOS ANGELES CA 90014-1316
US

3. Date Incorporated or Qualified

11/14/1988

3a. Date of Last Report

01/30/1996

2. Principal Place of Business

21 1873 S. Bellaire

2a. Mailing Address

26 Same

4. FEI Number

95-4187495

Applied For

Not Applicable

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

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name

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

83

84 City

FL

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

TITLE PD DELETE

NAME KOMPANIEZ, PETER K.
STREET ADDRESS 510 W. 6TH ST., #1000
CITY-ST-ZIP LOS ANGELES CA

TITLE TS DELETE

NAME HEATH, PATRICIA K.
STREET ADDRESS 1873 S. BELLAIRE ST. 17TH FL
CITY-ST-ZIP DENVER CO

TITLE EV DELETE

NAME LACY, ROBERT P
STREET ADDRESS 510 W. 6TH ST., #1000
CITY-ST-ZIP LOS ANGELES CA

TITLE S DELETE

NAME YOUNG, SIDNEY ANN
STREET ADDRESS 510 W 6TH ST #1000
CITY-ST-ZIP LOS ANGELES CA

TITLE DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS 28200 Highway 189, Suite F-240
1.4 CITY-ST-ZIP Lake Arrowhead, CA 92352

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS 30448 Rancho Viejo Rd., Suite 120
3.4 CITY-ST-ZIP San Juan Capistrano, CA 92675

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change 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 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:

Sandra B. Mortham
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1-14-97

(303) 757-8101

CR2E034 (9/96)