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 May 29 1997 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
 Sandra S. Morham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P22352
 Corporation Name
 ARP 113, INC.

P22352

Principal Place of Business: 5680 GREENWOOD PLAZA BLVD. ENGLEWOOD, CO 80111
 Mailing Address: c/o TWC TAX DEPT. P.O. BOX 6700 ENGLEWOOD, CO 80155-6700

3. Date Incorporated or Qualified: 12/30/88
 3a. Date of Last Report: 5/1/96

1. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
Suite, Apt. #, etc.	Suite, Apt. #, etc.	84-1063060	Not Applicable
City & State	City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
Zip	Country	Trust Fund Contribution	\$5.00 May Be Added to Fees
25	29	6. Election Campaign Financing	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes
27	30	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
P CT Corporation System 1200 S Pine Island Road Plantation FL 33324	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 807.0532 and 807.1353, 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 807.0503, Florida Statutes.

SIGNATURE		DATE	
Signature, name or printed name of registered agent and title (attach doc.)		NOTE: Registered Agent signature required when registering	
12. OFFICERS AND DIRECTORS		13. ADDITIONS-CHANGES TO OFFICERS AND DIRECTORS	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS	see attached schedule	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

5/29/97

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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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Assistant Controller 4/25/97 (303) 799-1200

CR2E034 (12/95)

ARP 113, INC.

OFFICERS AND DIRECTORS

James P. Cottingham
President/Director

300 First Stamford Place
Stamford, CT 06902-6732

Tommy J. Harris
Vice President

300 First Stamford Place
Stamford, CT 06902-6732

James H. Doolittle
Vice President/Director

300 First Stamford Place
Stamford, CT 06902-6732

Marc J. Apfelbaum
Vice President/Secretary

300 First Stamford Place
Stamford, CT 06902-6732

Gail L. Allaman
Vice President

5680 Greenwood Plaza Blvd.
Englewood, CO 80111

Spencer B. Hays
Vice President

75 Rockefeller Plaza
New York, NY 10019

Donald B. Armour
Treasurer

300 First Stamford Place
Stamford, CT 06902-6732

Richard Aurelio
Vice President

1271 Avenue of the Americas
New York, NY 10020

Jeff Elbersen
Vice President

300 First Stamford Place
Stamford, CT 06902-6732

Dave O'Hayre
Vice President

300 First Stamford Place
Stamford, CT 06902-6732

Jeff McQuinn
Vice President

2600 McCormick Dr., Suite 255
Clearwater, FL 34619

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John Neal
Vice President

7010 Airport Road
El Paso, TX 79906

Tom Rutledge
Vice President

300 First Stamford Place
Stamford, CT 06902-6732

Marie White
Assistant Secretary

75 Rockefeller Plaza
New York, NY 10019

Laurie Hefty
Assistant Controller

5680 Greenwood Plaza Blvd.
Englewood, CO 80111

Mary C. Huey
Assistant Secretary

300 First Stamford Place
Stamford, CT 06902-6732

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odarp113