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FILED

Feb 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

DOCUMENT # P34140 (4)

1. Corporation Name  
TISHMAN SPEYER HOLDINGS, INC.



Principal Place of Business  
520 MADISON AVENUE  
NEW YORK NY 10022

Mailing Address  
520 MADISON AVENUE  
NEW YORK NY 10022-4213

3. Date Incorporated or Qualified  
05/30/1991

3a. Date of Last Report  
04/15/1996

2. Principal Place of Business

2a. Mailing Address

4. FEI Number

Applied For

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

13-3587751

Not Applicable

22 City & State

27 City & State

5. Certificate of Status Desired

\$8.75 Additional Fee Required

23 Zip

25 Country

28 Zip

30 Country

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

24

25

29

30

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes  Yes  No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

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

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD  
NAME SPEYER, JERRY I.  
STREET ADDRESS 520 MADISON AVE.  
CITY-ST-ZIP NEW YORK NY  
 DELETE

1.1 TITLE  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY-ST-ZIP  
 Change  Addition

TITLE SD  
NAME ROTH, GARY W.  
STREET ADDRESS 520 MADISON AVE.  
CITY-ST-ZIP NEW YORK NY  
 DELETE

2.1 TITLE Secretary  
2.2 NAME Nathan, J. Andrew  
2.3 STREET ADDRESS 520 Madison Avenue  
2.4 CITY-ST-ZIP New York, NY 10022  
 Change  Addition

TITLE CD  
NAME TISHMAN, ROBERT V.  
STREET ADDRESS 520 MADISON AVE.  
CITY-ST-ZIP NEW YORK NY  
 DELETE

3.1 TITLE  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY-ST-ZIP  
 Change  Addition

TITLE VD  
NAME NATHAN, ANDREW J  
STREET ADDRESS 520 MADISON AVE  
CITY-ST-ZIP NEW YORK NY  
 DELETE

4.1 TITLE  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY-ST-ZIP  
 Change  Addition

TITLE T  
NAME AUGARTEN, DAVID  
STREET ADDRESS 520 MADISON AVE  
CITY-ST-ZIP NEW YORK NY  
 DELETE

5.1 TITLE  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY-ST-ZIP  
 Change  Addition

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP  
 DELETE

6.1 TITLE  
6.2 NAME  
6.3 STREET ADDRESS  
6.4 CITY-ST-ZIP  
 Change  Addition

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:

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

Andrew J. Nathan, VP

1/16/97

(212) 715-0300

Date

Daytime Phone #

CR2E034 (9/96)