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FILED

Mar 04 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 # P38998

(1)

1. Corporation Name  
CAREY CORPORATE PROPERTY, INC.



Principal Place of Business  
50 ROCKEFELLER PLAZA  
SECOND FLOOR  
NEW YORK NY 10020  
US

Mailing Address  
50 ROCKEFELLER PLAZA  
SECOND FLOOR  
NEW YORK NY 10020-1805  
US

3. Date Incorporated or Qualified  
05/28/1992

3a. Date of Last Report  
07/01/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

4. FEI Number  
13-3121600

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

THE 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

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  
NAME  
STREET ADDRESS  
CITY-ST-ZIP  
CO  
CAREY, WILLIAM P.  
50 ROCKFELLER PLAZA  
NEW YORK NY

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP  
PD  
CAREY, FRANCIS J.  
50 ROCKEFELLER PLAZA  
NEW YORK NY

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP  
D  
STODDARD, GEORGE E.  
50 ROCKEFELLER PLAZA  
NEW YORK NY

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP  
D  
CLARK, RAYMOND S.  
50 ROCKEFELLER PLAZA  
NEW YORK NY

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP  
D  
KLEIN, LAWRENCE R., DR.  
50 ROCKEFELLER PLAZA  
NEW YORK NY

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP  
D  
TALLEY, MADELO DEVOE  
50 ROCKEFELLER PLAZA  
NEW YORK NY

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE Change Addition

12 NAME

13 STREET ADDRESS

14 CITY-ST-ZIP

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

3.4 CITY-ST-ZIP

4.1 TITLE Executive Vice President Change Addition

4.2 NAME Barclay G. Jones

4.3 STREET ADDRESS 50 Rockefeller Plaza

4.4 CITY-ST-ZIP New York, NY 10020

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 a 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, as applicable, on an annual report with an address.

SIGNATURE: David G. Termine, Second Vice President  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/21/97 212-492-1167  
Date Daytime Phone #

CR2E034 (9/96)