

1. 2.

Principal Place of Business ATTN: LEGAL OPERATIONS-CRE 260 LONG RIDGE ROAD STAMFORD CT 06927		Mailing Address GEE CAPITAL CORP. ATTN: SHANNON WILLIAMS P.O. BOX 9552 FT. MYERS FL 33906-9552		3. Date Incorporated or Qualified 08/05/1992		3a. Date of Last Report 05/01/1995	
2. Principal Place of Business		2a. Mailing Address		4. FEI Number 06-1326463		Applied For Not Applicable	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22 City & State		28 Dept. 8109 260 Long Ridge Rd. Stamford, Ct 06927-9621		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23 Zip Country		29 Zip Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
24		25		26		27	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH 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 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 _____ <small>Signature typed or printed name of registered agent and the filer, if applicable. (If filer is registered agent, signature required with "registered agent")</small>							
12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	C	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	DETERDING, J.C.		1.2 NAME				
STREET ADDRESS	260 LONG RIDGE ROAD		1.3 STREET ADDRESS				
CITY-ST-ZIP	STAMFORD CT		1.4 CITY-ST-ZIP	000001780000			
TITLE	P	<input type="checkbox"/> DELETE	2.1 TITLE	-04/15/96--01037--028			
NAME	FRAIZER, M.D.		2.2 NAME	***200.00			
STREET ADDRESS	260 LONG RIDGE ROAD		2.3 STREET ADDRESS				
CITY-ST-ZIP	STAMFORD CT		2.4 CITY-ST-ZIP				
TITLE	V	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	HENRY, D.B.		3.2 NAME				
STREET ADDRESS	260 LONG RIDGE ROAD		3.3 STREET ADDRESS				
CITY-ST-ZIP	STAMFORD CT		3.4 CITY-ST-ZIP				
TITLE	VT	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	AMBLE, J.C.		4.2 NAME				
STREET ADDRESS	260 LONG RIDGE ROAD		4.3 STREET ADDRESS				
CITY-ST-ZIP	STAMFORD CT		4.4 CITY-ST-ZIP				
TITLE	V	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	LAXER, R.A.		5.2 NAME				
STREET ADDRESS	209 WEST JACKSON		5.3 STREET ADDRESS				
CITY-ST-ZIP	CHICAGO IL		5.4 CITY-ST-ZIP				
TITLE	V	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	MARTINDALE, DAVID R.		6.2 NAME				
STREET ADDRESS	260 LONG RIDGE ROAD		6.3 STREET ADDRESS				
CITY-ST-ZIP	STAMFORD CT		6.4 CITY-ST-ZIP				
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: _____				Robert J. Buckley 4/18/96 2033574544			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR							

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4/3/96

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Commercial Properties Funding Corporation
06-1326463

Name	Title	Business Address
Michael D. Frazier	Chairman of the Board	260 Long Ridge Road Stamford CT 06927
Michael D. Frazier	Director	260 Long Ridge Road Stamford CT 06927
Robert E. Pfeiffer	Director	260 Long Ridge Road Stamford CT 06927
C. P. Palmer	Vice President	260 Long Ridge Road Stamford CT 06927
D. K. Miller	Vice President	260 Long Ridge Road Stamford CT 06927
David B. Henry	Vice President	260 Long Ridge Road Stamford CT 06927
Joan C. Ambler	Vice President - Finance	260 Long Ridge Road Stamford CT 06927
Jeff Rutishauser	Secretary	260 Long Ridge Road Stamford CT 06927
C. P. Palmer	Assistant Secretary	260 Long Ridge Road Stamford CT 06927
D. K. Miller	Assistant Secretary	260 Long Ridge Road Stamford CT 06927
Joan C. Ambler	Treasurer	260 Long Ridge Road Stamford CT 06927
Robert J. Buckley	Vice President	777 Long Ridge Road Stamford CT 06927
Gary J. Schulman	Assistant Treasurer	777 Long Ridge Road Stamford CT 06927