

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P92000007425 (1)

1. Corporation Name
NAPLES SUNRISE PROPERTIES, INC.

Principal Place of Business
% TOMEN AMERICA INC.- ATTN: JAMES MCCARTHY
1285 AVENUE OF THE AMERICAS
NEW YORK NY 10019

Mailing Address
% TOMEN AMERICA INC.- ATTN: JAMES MCCARTHY
1285 AVENUE OF THE AMERICAS
NEW YORK NY 10019-8021

FILED
May 01 1997 8:00am
Secretary of State



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/25/1992		3a. Date of Last Report 04/17/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 13-3741487		Applied For Not Applicable	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 S PINE ISLAND RD 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

Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent's signature required when registering)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PD	NAME	SANO, TAKASHI	1.1 TITLE		1.2 NAME	
STREET ADDRESS		STREET ADDRESS	1285 AVE. OF THE AMERICAS	1.3 STREET ADDRESS		1.4 CITY - ST - ZIP	
CITY - ST - ZIP		CITY - ST - ZIP	NEW YORK NY 10019	2.1 TITLE		2.2 NAME	
TITLE	VD	NAME	MCCARTHY, JAMES	2.3 STREET ADDRESS		2.4 CITY - ST - ZIP	
STREET ADDRESS		STREET ADDRESS	1285 AVE. OF THE AMERICAS	3.1 TITLE		3.2 NAME	
CITY - ST - ZIP		CITY - ST - ZIP	NEW YORK NY 10019	3.3 STREET ADDRESS		3.4 CITY - ST - ZIP	
TITLE	D	NAME	OSHIMA, SHUZO	4.1 TITLE	SD	4.2 NAME	Cohen, Robert
STREET ADDRESS		STREET ADDRESS	1285 AVE. OF THE AMERICAS	4.3 STREET ADDRESS		4.4 CITY - ST - ZIP	1285 Ave. of the Americas
CITY - ST - ZIP		CITY - ST - ZIP	NEW YORK NY 10019	4.5 CITY - ST - ZIP		5.1 TITLE	New York, N.Y. 10019
TITLE	S	NAME	COHEN, ROBERT	5.2 NAME		5.3 STREET ADDRESS	
STREET ADDRESS		STREET ADDRESS	1285 AVE. OF THE AMERICAS	5.4 CITY - ST - ZIP		6.1 TITLE	
CITY - ST - ZIP		CITY - ST - ZIP	NEW YORK NY	6.2 NAME		6.3 STREET ADDRESS	
TITLE	T	NAME	MUSHIKA, HIDEKI	6.4 CITY - ST - ZIP		6.5 CITY - ST - ZIP	
STREET ADDRESS		STREET ADDRESS	1285 AVE. OF THE AMERICAS				
CITY - ST - ZIP		CITY - ST - ZIP	NEW YORK NY				

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, in my capacity, or on an attachment with an address.

SIGNATURE: X

4/25/97

212-397-5808

CR2E034 (9/96)