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

PROFIT CORPORATION ANNUAL REPORT

1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 MAR 25 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P92000011337

1. Corporation Name
HSH PROPERTIES INC.

Principal Place of Business	Mailing Address
5100 W. COLONIAL DRIVE #134 ORLANDO, FL 32808	5100 W. COLONIAL DRIVE #134 ORLANDO, FL 32808

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
OCTOBER 12, 1992

4. FEI Number
65-0372355

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 owes the current year Intangible Personal Property Tax [ ] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21 5100 W. COLONIAL DRIVE	26 5100 W. COLONIAL DRIVE
Suite, Apt. #, etc. 22 #134	Suite, Apt. #, etc. 27 #134
City & State 23 ORLANDO, FLORIDA	City & State 28 ORLANDO, FLORIDA
Zip / Country 24 32808 / 25 USA	Zip / Country 29 32808 / 30 USA

9. Name and Address of Current Registered Agent

PRESIDENT/DIRECTOR
MICHAEL THOMAS
8804 A. D. MIMS ROAD
ORLANDO, FLORIDA 32818

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: MICHAEL THOMAS 1/29/99
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent must sign) Date

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PRESIDENT	[ ] DELETE	11 TITLE [ ] Change [ ] Add
NAME	MICHAEL THOMAS		12 NAME
STREET ADDRESS	8804 A. D. MIMS ROAD		13 STREET ADDRESS
CITY-ST-ZIP	ORLANDO, FLORIDA 32818		14 CITY-ST-ZIP
TITLE		[ ] DELETE	21 TITLE [ ] Change [ ] Add
NAME			22 NAME
STREET ADDRESS			23 STREET ADDRESS
CITY-ST-ZIP			24 CITY-ST-ZIP
TITLE		[ ] DELETE	31 TITLE [ ] Change [ ] Add
NAME			32 NAME
STREET ADDRESS			33 STREET ADDRESS
CITY-ST-ZIP			34 CITY-ST-ZIP
TITLE		[ ] DELETE	41 TITLE [ ] Change [ ] Add
NAME			42 NAME
STREET ADDRESS			43 STREET ADDRESS
CITY-ST-ZIP			44 CITY-ST-ZIP
TITLE		[ ] DELETE	51 TITLE [ ] Change [ ] Add
NAME			52 NAME
STREET ADDRESS			53 STREET ADDRESS
CITY-ST-ZIP			54 CITY-ST-ZIP
TITLE		[ ] DELETE	61 TITLE [ ] Change [ ] Add
NAME			62 NAME
STREET ADDRESS			63 STREET ADDRESS
CITY-ST-ZIP			64 CITY-ST-ZIP

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14. I 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 add'l. name, with all other like empowered.

SIGNATURE: MICHAEL THOMAS 1/29/99 (407) 522-1400
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR