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Mar 06 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 # P95000014016 (6)

1. Corporation Name
LGP-II REAL ESTATE CORPORATION



Principal Place of Business

780 N.W. 107TH AVENUE
SUITE 400
MIAMI FL 33172

Mailing Address

780 N.W. 107TH AVENUE
SUITE 400
MIAMI FL 33172-3157

3. Date Incorporated or Qualified
02/20/1995

3a. Date of Last Report
05/03/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

30 Country

4. FEI Number

65-0569573

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

NEALON, THOMAS F III
780 N.W. 107TH AVE.
SUITE 400
MIAMI FL 33172

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 of Special Agent in Charge of registered agent and title, if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	DPST	<input type="checkbox"/> DELETE
NAME	KRASNOFF, JEFFREY P	
STREET ADDRESS	700 N.W. 107TH AVE. #400	
CITY - ST - ZIP	MIAMI FL 33172	
TITLE	DVP	<input type="checkbox"/> DELETE
NAME	LEWIS, WILLIAM M JR.	
STREET ADDRESS	1585 BROADWAY 37TH FLOOR	
CITY - ST - ZIP	NEW YORK NY 10036	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	LEVIN, DAVID	
STREET ADDRESS	780 N.W. 107TH AVENUE	
CITY - ST - ZIP	MIAMI FL 33172	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	NEALON, THOMAS F., III	
STREET ADDRESS	780 N.W. 107TH AVENUE	
CITY - ST - ZIP	MIAMI FL 33172	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Thekla Blaser	
1.3 STREET ADDRESS	760 NW 107th Avenue, Suite 400	
1.4 CITY - ST - ZIP	Miami, FL 33172	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY - ST - ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY - ST - ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> 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 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: *Thomas F. Nealon III* Thomas F. Nealon III

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/28/97

Date

305-220-4300

Daytime Phone #

CR2E034 (9/96)