


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

FILED  
Feb 10 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # P96000087726 (1)</b> 1. Corporation Name <b>CAREY USA PROPERTIES, INC.</b>					
Principal Place of Business <b>848 BRICKELL AVE. STE 1000 MIAMI FL 33131</b>			Mailing Address <b>848 BRICKELL AVE. STE 1000 MIAMI FL 33131</b>		
2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>10/24/1996</b>	
21 Suite, Apt #, etc.	22 City & State	23 Zip	24 Country	25	26
21 Suite, Apt #, etc.		22 City & State		23 Zip	
24 Country		25		26	
9. Name and Address of Current Registered Agent <b>MURAI, WALD, BIONDO &amp; MORENO PA 900 INGRAHAM BLDG. 25 SOUTHEAST 2ND AVE. MIAMI FL 33131</b>			10. Name and Address of New Registered Agent		
81 Name			82 Street Address (P.O. Box Number is Not Acceptable)		
83			84 City		
85 Zip Code			FL		
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 _____ DATE _____ <small>Signature, typed or printed name of registered agent and, if applicable, (NOTE: Registered Agent signature required when reinstating)</small>					
12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	1.1 TITLE	1.2 NAME
	<b>D BARDIN, PALOMA</b>	<b>848 BRICKELL AVE. STE 1000</b>	<b>MIAMI FL 33131</b>	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
	<b>D ARDID, MIGUEL</b>	<b>848 BRICKELL AVE. STE 1000</b>	<b>MIAMI FL 33131</b>	2.1 TITLE	2.2 NAME
	<b>D MUNOZ, GONZALO</b>	<b>848 BRICKELL AVE. STE 1000</b>	<b>MIAMI FL 33131</b>	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
				3.1 TITLE	3.2 NAME
				3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
				4.1 TITLE	4.2 NAME
				4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
				5.1 TITLE	5.2 NAME
				5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
				6.1 TITLE	6.2 NAME
				6.3 STREET ADDRESS	6.4 CITY-ST-ZIP

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 in an attachment with an address.

SIGNATURE:

**PALOMA BARDIN**

*February 3, 1998 (805) 377-1001*

CR2E034 (10/97)