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FILED
Mar 10 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 # V47247 (4)
 1. Corporation Name
101 PROPERTIES CORP.



Principal Place of Business: **200 S. ANDREWS AVE. BOCA RATON FL 33301 US**
 Mailing Address: **200 S. ANDREWS AVE. FT. LAUDERDALE FL 33301-1864 US**

3. Date Incorporated or Qualified: **07/01/1992**
 3a. Date of Last Report: **04/30/1996**
 4. FEI Number: **65-0352334**
 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

2. Principal Place of Business: **21 1201 Elm Street**
 Suite, Apt. #, etc.:
 22. City & State: **23 Dallas, TX**
 Zip: **24 75270** Country: **25 USA**

10. Name and Address of New Registered Agent
 81 Name: **700002108697**
 82 Street Address (P.O. Box Number is Not Acceptable):
 83 City: **-03/10/97--01051-0005 FL**
 84 Zip Code: *****1815.00**

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: PD	NAME: FIELDS, BILL	1.1 TITLE:	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: 200 S. ANDREWS AVE.	CITY-ST-ZIP: FT. LAUDERDALE FL 33301	1.2 NAME:	
TITLE: EVP	NAME: HAWKINS, THOMAS W	1.3 STREET ADDRESS:	
STREET ADDRESS: 200 S. ANDREWS AVE.	CITY-ST-ZIP: FORT LAUDERDALE FL 33301	1.4 CITY-ST-ZIP:	
TITLE: EVP	NAME: BYRNE, THOMAS C	2.1 TITLE:	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: 200 S. ANDREWS AVE.	CITY-ST-ZIP: FT. LAUDERDALE FL 33301	2.2 NAME:	
TITLE: SVP	NAME: PHILLIPS, JOE	2.3 STREET ADDRESS:	
STREET ADDRESS: 200 S. ANDREWS AVE.	CITY-ST-ZIP: FT. LAUDERDALE FL 33301	2.4 CITY-ST-ZIP:	
TITLE: VP	NAME: HALACY, MARK	3.1 TITLE:	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: 200 S. ANDREWS AVE.	CITY-ST-ZIP: FT. LAUDERDALE FL 33301	3.2 NAME:	
TITLE: AS	NAME: SHAFFER, MARCI	3.3 STREET ADDRESS:	
STREET ADDRESS: 200 S. ANDREWS AVENUE	CITY-ST-ZIP: FORT LAUDERDALE FL 33301	3.4 CITY-ST-ZIP:	

1.1 STREET ADDRESS:	1201 Elm Street	4.1 TITLE:	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 CITY-ST-ZIP:	Dallas, TX 75270	4.2 NAME:	
2.1 TITLE:	Ex. V.P.	4.3 STREET ADDRESS:	
2.2 NAME:	Adam Phillips	4.4 CITY-ST-ZIP:	
2.3 STREET ADDRESS:	1201 Elm St.	5.1 TITLE:	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.4 CITY-ST-ZIP:	Dallas, TX 75270	5.2 NAME:	
3.1 TITLE:	Vice Chairman	5.3 STREET ADDRESS:	
3.2 NAME:	1201 Elm Street	5.4 CITY-ST-ZIP:	
3.3 STREET ADDRESS:	Dallas, TX 75270	6.1 TITLE:	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.4 CITY-ST-ZIP:		6.2 NAME:	
4.1 TITLE:	1201 Elm Street	6.3 STREET ADDRESS:	
4.2 NAME:	Dallas, TX 75270	6.4 CITY-ST-ZIP:	
4.3 STREET ADDRESS:			
4.4 CITY-ST-ZIP:			
5.1 TITLE:	Ex. V.P.		
5.2 NAME:	Gary Petersen		
5.3 STREET ADDRESS:	1201 Elm St.		
5.4 CITY-ST-ZIP:	Dallas, TX 75270		
6.1 TITLE:	Ex. V.P.		
6.2 NAME:	Mark Gilman		
6.3 STREET ADDRESS:	1201 Elm St.		
6.4 CITY-ST-ZIP:	Dallas, TX 75270		

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), 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: **Marci Shaffer, Asst. Sec. 3/4/97 954-832-3000**

CRE034 (9/96)