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May 16 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 # 824884 (1)
 1. Corporation Name
RIO RICO PROPERTIES INC.



Principal Place of Business: **275 RIO RICO DR. P O BOX 828000 RIO RICO AZ 85648 US**
 Mailing Address: **255 ALHAMBRA CIRCLE 8TH FLOOR CORAL GABLES FL 33134-7407 US**

3. Date Incorporated or Qualified: **08/03/1970** 3a. Date of Last Report: **05/01/1996**
 4. FEI Number: **59-0953866** 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

2. Principal Place of Business (21) Suite, Apt. #, etc. (22) City & State (23) Zip (24) Country (25)
 2a. Mailing Address (26) Suite, Apt. #, etc. (27) City & State (28) Zip (29) Country (30)

9. Name and Address of Current Registered Agent
KERRIGAN, JUANITA I. 255 ALHAMBRA CIRCLE 9TH FLOOR CORAL GABLES FL 33134

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

12. OFFICERS AND DIRECTORS		
TITLE	PD	<input type="checkbox"/> DELETE
NAME	JACOBSON, EDWIN	
STREET ADDRESS	255 ALHAMBRA CIRCLE	
CITY-ST-ZIP	CORAL GABLES FL	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	MCAIRY, CHARLES	
STREET ADDRESS	255 ALHAMBRA CIR.	
CITY-ST-ZIP	CORAL GABLES FL	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	KERRIGAN, JUANITA	
STREET ADDRESS	255 ALHAMBRA CIR.	
CITY-ST-ZIP	CORAL GABLES FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	GETMAN, DENNIS	
STREET ADDRESS	255 ALHAMBRA CIR.	
CITY-ST-ZIP	CORAL GABLE FL	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	COOK, DONALD	
STREET ADDRESS	255 ALHAMBRA CIR	
CITY-ST-ZIP	CORAL GABLES FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
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.

CF2E034 (9/96)

**FLORIDA ANNUAL REPORT:
RIO RICO PROPERTIES INC. (AZ)**

ADDITIONAL OFFICERS:

VP -HOUSING OPER.	GUY TOBIN
VP	ROBERT CHURCHILL
VP	G. PATRICK SETTLES
VP	ROGER WILLIAMS
ASST VP/BROKER	JON STUART SANDLER
ASST VP	RICHARD P. WEIDA
ASST VP	JEFFREY SOPSHIN
CONTROLLER	LAWRENCE L. COLDITZ