

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

FILED
May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 824884 (1)

1. Corporation Name
RIO RICO PROPERTIES INC.



Principal Place of Business 275 RIO RICO DR. P O BOX 526000 RIO RICO AZ 85648 US	Mailing Address 255 ALHAMBRA CIRCLE 8TH FLOOR CORAL GABLES FL 33134 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 06/03/1970
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-0953866
22 City & State	27 City & State	Applied For Not Applicable
23 Zip Country	28 Zip Country	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
24	29	30
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent

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 _____ (NOT: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	JACOBSON, EDWIN	
STREET ADDRESS	255 ALHAMBRA CIRCLE	
CITY-ST-ZIP	CORAL GABLES FL	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	MCNAIRY, 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		<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		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	PD	
1.3 STREET ADDRESS	KELFER, GERALD D.	
1.4 CITY-ST-ZIP	255 ALHAMBRA CIRCLE CORAL GABLES, FL 33134	
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 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.

CR2E034 (10/97)