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Mar 14 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 # F94000003165 (7)
 1. Corporation Name
KGI GRAND BEACH INVESTMENTS, INC.



Principal Place of Business: **SUITE 2150 911 WILSHIRE BLVD LOS ANGELES CA 90017**

Mailing Address: **12016 TURTLE CAY CIRCLE LEGAL ADMINISTRATION ORLANDO FL 32836-6423**

3. Date Incorporated or Qualified: **06/16/1994**

3a. Date of Last Report: **04/20/1996**

4. FEI Number: **95-4473298**

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. **5933 W. Century Blvd.**

22. **210**

23. **Los Angeles, CA**

24. **90045**

25. Country

26. Mailing Address

27. Suite, Apt. #, etc.

28. City & State

29. Zip

30. Country

9. Name and Address of Current Registered Agent

**GIANNONI, GENEVIEVE
 LEGAL ADMINISTRATION
 12016 TURTLE CAY CIRCLE
 ORLANDO FL 32836**

10. Name and Address of New Registered Agent

81. Name: **Anna M. DiRocco**

82. Street Address (P.O. Box Number is Not Acceptable): **12016 Turtle Cay Circle**

83.

84. City: **Orlando**

85. Zip Code: **FL 32836**

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: **Anna M. DiRocco** DATE: **3/10/97**

12. OFFICERS AND DIRECTORS

TITLE	VP	<input type="checkbox"/> DELETE
NAME	FREY, CHARLES C	
STREET ADDRESS	12016 TURTLE CAY CIRCLE	
CITY-ST-ZIP	ORLANDO FL 32836	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	GIANNONI, GENEVIEVE	
STREET ADDRESS	12016 TURTLE CAY CIRCLE	
CITY-ST-ZIP	ORLANDO FL 32836	
TITLE	AVP	<input checked="" type="checkbox"/> DELETE
NAME	LYNCH, CHARLES T	
STREET ADDRESS	12016 TURTLE CAY CIRCLE	
CITY-ST-ZIP	ORLANDO FL 32836	
TITLE	AVP	<input type="checkbox"/> DELETE
NAME	SANCHEZ, ROBERT	
STREET ADDRESS	12016 TURTLE CAY CIRCLE	
CITY-ST-ZIP	ORLANDO FL 32836	
TITLE	AVP	<input checked="" type="checkbox"/> DELETE
NAME	MYERS-CROSS, PAMELA L	
STREET ADDRESS	12016 TURTLE CAY CIRCLE	
CITY-ST-ZIP	ORLANDO FL 32836	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CFO/Treasurer/V.P.	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	Senior Vice President	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP	Orlando	
3.1 TITLE	COO/Secretary	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Steven C. Kenninger	
3.3 STREET ADDRESS	5933 W. Century Blvd., #210	
3.4 CITY-ST-ZIP	Los Angeles, CA 90045	
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	Assistant Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Ann Cohen	
5.3 STREET ADDRESS	12016 Turtle Cay Circle	
5.4 CITY-ST-ZIP	Orlando, FL 32836	
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: **Genevieve Giannoni, Senior Vice President** 2/5/97 (407) 238-2232

CR2E034 (9/96)