

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
Sep 15, 1999 8:00 am
Secretary of State
 09-15-1999 90012 007 ***550.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F98000006335
 1. Corporation Name
CASDEN PROPERTIES QRS III INC.

Principal Place of Business 9090 WILSHIRE BLVD., 3RD FL. BEVERLY HILLS CA 90211	Mailing Address 9090 WILSHIRE BLVD., 3RD FL. BEVERLY HILLS CA 90211
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/18/1998	
21		26		4. FEI Number 95-4718912	Applied For Not Applicable
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip	25. Country	29. Zip	30. Country	8. This corporation owes the current year Intangible Personal Property. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

NATIONAL CORPORATE RESEARCH, LTD., INC.
 1406 HAYS ST., STE. 2
 TALLAHASSEE FL 32301

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CV <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CASDEN, ALAN I	1.2 NAME	
STREET ADDRESS	9090 WILSHIRE BLVD., 3RD FL.	1.3 STREET ADDRESS	
CITY-ST-ZIP	BEVERLY HILLS CA 90211	1.4 CITY-ST-ZIP	
TITLE	PS <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CASDEN, HENRY C	2.2 NAME	
STREET ADDRESS	9090 WILSHIRE BLVD., 3RD FL.	2.3 STREET ADDRESS	
CITY-ST-ZIP	BEVERLY HILLS CA 90211	2.4 CITY-ST-ZIP	
TITLE	T <input checked="" type="checkbox"/> DELETE	3.1 TITLE	VICE PRESIDENT & ASST SEC. <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	RING, SCOTT	3.2 NAME	Robert Hildebrand
STREET ADDRESS	9090 WILSHIRE BLVD., 3RD FL.	3.3 STREET ADDRESS	9090 Wilshire Blvd. 3rd Fl.
CITY-ST-ZIP	BEVERLY HILLS CA 90211	3.4 CITY-ST-ZIP	Beverly Hills, CA 90211
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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, on an attachment with an address.

SIGNATURE: *Robert Hildebrand* **ROBERT HILDEBRAND** 9/10/99 310 274-5553

CR2E034 (5/99)