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1997 JUL 15 PM 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS



DOCUMENT # **P25165** (2)

1. Corporation Name
~~EAPCO COMMERCIAL PROPERTIES, INC.~~
ALLIANCE COMMERCIAL PROPERTIES, LTD., INC.

Principal Place of Business: 299 PARK AVENUE, 16TH FLOOR, NEW YORK NY 10171 US

Mailing Address: 299 PARK AVENUE, 16TH FLOOR, NEW YORK NY 10171-0002 US

3. Date Incorporated or Qualified: 07/13/1989

3a. Date of Last Report: 04/16/1996

2. Principal Place of Business

21 165 S. UNION BLVD. (Suite) Apt. #, etc. 500

22 500

23 LAKEWOOD COLORADO

24 80228 25 USA

2a. Mailing Address

26 165 S. UNION BLVD. (Suite) Apt. #, etc. 500

27 500

28 LAKEWOOD, COLORADO

29 80228 30 USA

4. FEI Number: 58-6237000

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

9. Name and Address of Current Registered Agent

UNITED CORPORATE SERVICES, INC.
801 N.E. 167TH STREET
SUITE 305
N. MIAMI BEACH FL 33162

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable): 80002241428--0

83 -07/18/97--01075--008

84 City: ***550-00 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)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	KAHN, WILLIAM M	
STREET ADDRESS	299 PARK AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	FARNSWORTH, DAVID W.	
STREET ADDRESS	299 PARK AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	SLOAN, MARK G.	
STREET ADDRESS	299 PARK AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	SD	<input checked="" type="checkbox"/> DELETE
NAME	DINERSTEIN, ROBERT C.	
STREET ADDRESS	299 PARK AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BURNS, GEORGE	
STREET ADDRESS	299 PARK AVENUE	
CITY-ST-ZIP	NEW YORK NY	
TITLE		<input checked="" type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PRESIDENT	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	RICHARD STONE	
1.3 STREET ADDRESS	165 S. UNION BLVD., SUITE 500	
1.4 CITY-ST-ZIP	LAKEWOOD, COLORADO 80228	
2.1 TITLE	CHIEF INVESTMENT OFFICER	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	WILLIAM HOEG	
2.3 STREET ADDRESS	5500 WAYZATA BLVD, SUITE 960	
2.4 CITY-ST-ZIP	MINNEAPOLIS, MN 55416	
3.1 TITLE	CHIEF FINANCIAL OFFICER/SECRETARY	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	DOUG MCCORMICK	
3.3 STREET ADDRESS	165 S. UNION BLVD, SUITE 500	
3.4 CITY-ST-ZIP	LAKEWOOD, COLORADO 80228	
4.1 TITLE	DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	JEFFREY LEU	
4.3 STREET ADDRESS	6000 CLEARWATER DRIVE	
4.4 CITY-ST-ZIP	MINNETONKA, MN 55343-9497	
5.1 TITLE	DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	THOMAS HALLER	
5.3 STREET ADDRESS	6000 CLEARWATER DRIVE	
5.4 CITY-ST-ZIP	MINNETONKA, MN 55343-9497	
6.1 TITLE	DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	TIMOTHY CLARK	
6.3 STREET ADDRESS	6000 CLEARWATER DRIVE	
6.4 CITY-ST-ZIP	MINNETONKA, MN 55343-9497	

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: _____

CR2E034 (9/96)