

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION ANNUAL REPORT 1995



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 26 PM 4:23

DOCUMENT # 858375 (9)
1. Corporation Name
MARATHON U.S. REALTIES, INC.

Principal Place of Business Mailing Address
ONE GALLERIA TOWER, SUITE 1200
13355 NOEL ROAD
DALLAS TX 75240-6678
US

DO NOT WRITE IN THIS SPACE.

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

3. Date Incorporated or Qualified 3a. Date of Last Report
11/07/1983 02/03/1994
4. FEI Number Applied For
36-2911945 Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing \$5.00 May Be Added to Fees
7. This corporation has liability for intangible tax under S. 189.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD
NAME	AITKEN, D., G.
STREET ADDRESS	200 WELLINGTON STREET WEST
CITY-ST-ZIP	TORONTO ON
TITLE	VD
NAME	BEALES, J., E.
STREET ADDRESS	200 WELLINGTON STREET WEST
CITY-ST-ZIP	TORONTO ON
TITLE	V
NAME	COWAN, G., D.
STREET ADDRESS	200 WELLINGTON STREET WEST
CITY-ST-ZIP	TORONTO ON
TITLE	VT
NAME	DATO, E. J.
STREET ADDRESS	200 WELLINGTON STREET WEST
CITY-ST-ZIP	TORONTO ON
TITLE	S
NAME	NOE, G. W.
STREET ADDRESS	13355 NOEL RD., #1200
CITY-ST-ZIP	DALLAS TX
TITLE	S
NAME	AUSTEIN, R. K.
STREET ADDRESS	13355 NOEL RD #1200
CITY-ST-ZIP	DALLAS TX

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 is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(b), 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 resolver 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: G.W. Noe G.W. Noe, Secretary 1/16/95 (214) 458-1200
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

MARATHON U.S. REALTIES, INC.

DIRECTORS

<u>Name</u>	<u>Address</u>
D. G. Aitken	200 Wellington Street West Suite 400 Toronto, Ontario M5V 3C7
J. E. Beales	200 Wellington Street West Suite 400 Toronto, Ontario M5V 3C7

OFFICERS

<u>Name and Title</u>	<u>Address</u>
D. G. Aitken President	200 Wellington Street West Suite 400 Toronto, Ontario M5V 3C7
J. E. Beales Vice-President	200 Wellington Street West Suite 400 Toronto, Ontario M5V 3C7
G.D. Cowan Vice President	200 Wellington Street Suite 400 Toronto, Ontario M5V 3C7
E. J. Dato Vice President, Finance and Treasurer	200 Wellington Street West Suite 400 Toronto, Ontario M5V 3C7
John R. Walsh General Manager, Land	200 Wellington Street West Suite 400 Toronto, Ontario M5V 3C7
G. W. Noe Secretary	Suite 1200, One Galleria Tower 13355 Noel Road Dallas, Texas 75240-6678
M. E. Favor Assistant Secretary	200 Wellington Street West Suite 400 Toronto, Ontario M5V 3C7
R. K. Austein Assistant Secretary	Suite 1200, One Galleria Tower 13355 Noel Road Dallas, Texas 75240-6678

Shopping Centers Group

M. E. Rulli
Senior Vice President

Suite 1200, One Galleria Tower
13355 Noel Road
Dallas, Texas 75240-6678

R. D. Lee
Vice President, Property
Operations

Suite 1200, One Galleria Tower
13355 Noel Road
Dallas, Texas 75240-6678

P. L. Parkey
Vice President, Leasing -
Shopping Centers Group

Suite 1200, One Galleria Tower
13355 Noel Road
Dallas, Texas 75240-6678

11/30/94