

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

PROFIT CORPORATION ANNUAL REPORT 1996



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

DOCUMENT # **858375** (9)

1. Corporation Name
MARATHON U.S. REALTIES, INC.



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

Mailing Address: **ONE GALLERIA TOWER, SUITE 1200
13355 NOEL ROAD
DALLAS TX 75240-6678
US**

21. State: **TX**
22. City & State:
23. Zip: **75240** Country:
24. Zip: **75240** Country: **US**

3. Date Incorporated or Qualified: **11/07/1983**
3a. Date of Last Report: **01/26/1995**
4. FEI Number: **36-2911945**
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:
**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. City:
84. City: **FL** 85. Zip Code:

11. Pursuant to the provisions of Sections 607.0502 and 607.1503, 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: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
12.1 TITLE: PD	<input type="checkbox"/> DELETE	13.1 TITLE: <input type="checkbox"/> Change <input type="checkbox"/> Addition	
12.2 NAME: AITKEN, D. G.		13.2 NAME:	
12.3 STREET ADDRESS: 200 WELLINGTON STREET WEST		13.3 STREET ADDRESS:	
12.4 CITY, ST, ZIP: TORONTO ON		13.4 CITY, ST, ZIP:	
12.5 TITLE: VD	<input type="checkbox"/> DELETE	13.5 TITLE: <input type="checkbox"/> Change <input type="checkbox"/> Addition	
12.6 NAME: BEALES, J. E.		13.6 NAME:	
12.7 STREET ADDRESS: 200 WELLINGTON STREET WEST		13.7 STREET ADDRESS:	
12.8 CITY, ST, ZIP: TORONTO ON		13.8 CITY, ST, ZIP:	
12.9 TITLE: V	<input type="checkbox"/> DELETE	13.9 TITLE: <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
12.10 NAME: COWAN, G. D.		13.10 NAME: Molgat, R.J.	
12.11 STREET ADDRESS: 200 WELLINGTON STREET WEST		13.11 STREET ADDRESS: 200 Wellington Street West, Ste. 400	
12.12 CITY, ST, ZIP: TORONTO ON		13.12 CITY, ST, ZIP: Toronto, ON M5V 3C7	
12.13 TITLE: VT	<input type="checkbox"/> DELETE	13.13 TITLE: <input type="checkbox"/> Change <input type="checkbox"/> Addition	
12.14 NAME: DATO, E. J.		13.14 NAME:	
12.15 STREET ADDRESS: 200 WELLINGTON STREET WEST		13.15 STREET ADDRESS:	
12.16 CITY, ST, ZIP: TORONTO ON		13.16 CITY, ST, ZIP:	
12.17 TITLE: S	<input type="checkbox"/> DELETE	13.17 TITLE: <input type="checkbox"/> Change <input type="checkbox"/> Addition	
12.18 NAME: NOE, G. W.		13.18 NAME: S	
12.19 STREET ADDRESS: 13355 NOEL RD., #1200		13.19 STREET ADDRESS: Desco, J.N.	
12.20 CITY, ST, ZIP: DALLAS TX		13.20 CITY, ST, ZIP: 13355 Noel Rd., #1200	
12.21 TITLE: S	<input type="checkbox"/> DELETE	13.21 TITLE: <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
12.22 NAME: AUSTEIN, R. K.		13.22 NAME: Dallas, TX 75240	
12.23 STREET ADDRESS: 13355 NOEL RD #1200		13.23 STREET ADDRESS:	
12.24 CITY, ST, ZIP: DALLAS TX		13.24 CITY, ST, ZIP:	

14. I do hereby certify that the information submitted with this Form voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(a), Florida Statutes. I further certify that the information indicated on this Form is true and accurate and that my signature shall have the same legal effect as if made under oath. I am an officer or director of the corporation or the registrar or trustee or empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if I am a natural person with an address.

SIGNATURE: *G.W. Noe* G.W. Noe, Secretary 2/12/96 (214) 458-1200

CR2E034 (12/95)

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
E. J. Dato Vice President, Finance and Treasurer	200 Wellington Street West Suite 400 Toronto, Ontario M5V 3C7
R. J. Molgat Vice President	200 Wellington Street West Suite 400 Toronto, Ontario M5V 3C7
G. A. R. Poyntz Vice President	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

J. N. Desco
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