

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

**Apr 16 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000001741 (5)
1. Corporation Name
PHILLIPS EDISON & COMPANY



Principal Place of Business 4440 LAKE FOREST DR., #110 CINCINNATI OH 45242	Mailing Address 4440 LAKE FOREST DR., #110 CINCINNATI OH 45242-3758
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 04/08/1996	3a. Date of Last Report
21. State, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 31-1320337	Applied For <input type="checkbox"/> Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525		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 607.1508, 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 #12	
TITLE	PSDC <input type="checkbox"/> DELETE	11. TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EDISON, JEFFREY S	12. NAME	
STREET ADDRESS	7 N. CALVERT ST., #910	13. STREET ADDRESS	1000 Lancaster St., Suite 420
CITY- ST- ZIP	BALTIMORE MD 21202	14. CITY- ST- ZIP	Baltimore MD 21202
TITLE	V <input type="checkbox"/> DELETE	21. TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARTER, WILLIAM H JR	22. NAME	
STREET ADDRESS	4440 LAKE FOREST DR., #110	23. STREET ADDRESS	1000 Lancaster St., Suite 420
CITY- ST- ZIP	CINCINNATI OH 45242	24. CITY- ST- ZIP	Baltimore MD 21202
TITLE	TCOO <input type="checkbox"/> DELETE	31. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PHILLIPS, MICHAEL C	32. NAME	
STREET ADDRESS	4440 LAKE FOREST DR., #110	33. STREET ADDRESS	
CITY- ST- ZIP	CINCINNATI OH 45242	34. CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	41. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		42. NAME	
STREET ADDRESS		43. STREET ADDRESS	
CITY- ST- ZIP		44. CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	51. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52. NAME	
STREET ADDRESS		53. STREET ADDRESS	
CITY- ST- ZIP		54. CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	61. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62. NAME	300002145623
STREET ADDRESS		63. STREET ADDRESS	-04/17/97--01004--D17
CITY- ST- ZIP		64. CITY- ST- ZIP	***165.00

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: Michael C. Phillips 4-11-97 513-554-1110
 SIGNATURE AND LAST OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

OK
4/16/97