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Mar 13, 1999 8:00 am
Secretary of State

03-13-1999 90002 007 ***450.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # K98629

1. Corporation Name
RETAIL CENTERS, INC.



Principal Place of Business 1777 NORTHEAST EXPRESSWAY SUITE 145 ATLANTA GA 30329	Mailing Address 1777 NORTHEAST EXPRESSWAY SUITE 145 ATLANTA GA 30329
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 06/27/1989
4. FEI Number 59-2960238
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input checked="" type="checkbox"/> \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip Country 24 25	Zip Country 29 30

9. Name and Address of Current Registered Agent
SCHNEIDER, RETO J.
8130 BAYMEADOWS WAY, WEST #302
JACKSONVILLE FL 32256

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

TITLE	VPS	<input type="checkbox"/> DELETE
NAME	SULZBACHER, WILLIAM M.	
STREET ADDRESS	8130 BAYMEADOWS WAY W	
CITY-ST-ZIP	JACKSONVILLE FL	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	SCHEIDER, RETO J.	
STREET ADDRESS	8130 BAYMEADOWS WAY W.	
CITY-ST-ZIP	JACKSONVILLE FL	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	KOLEOS, DAVID J	
STREET ADDRESS	1777 N.E. EXPRESSWAY	
CITY-ST-ZIP	ATLANTA GA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 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, with all other like empowered.

SIGNATURE: *David J. Koleos* **SIGNATURE REQUIRED** 1/18/99 404-636-6778
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)