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Apr 28 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P19599 (0)
1. Corporation Name
HO PEMBROKE SQUARE MALL INVESTMENT CO.



Principal Place of Business
%CORPORATION TRUST CENTER
1209 ORANGE STREET
WILMINGTON DE 19801-1134

Mailing Address
%CORPORATION TRUST CENTER
1209 ORANGE STREET
WILMINGTON DE 19801-1120

3. Date Incorporated or Qualified 06/09/1988
3a. Date of Last Report 05/01/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	36-0361913	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
22	27		
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
23	28		
Zip	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	Yes No
24	25		
29	30		

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 _____ (NOTE: Registered Agent signature required when resigning) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP KAUFMAN, BARRY	1.1 TITLE	
NAME	3333 BEVERLY RD	1.2 NAME	
STREET ADDRESS	HOFFMAN ESTATES IL	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	DV DOUGLAS, RONALD P.	2.1 TITLE	
NAME	3333 BEVERLY RD	2.2 NAME	
STREET ADDRESS	HOFFMAN ESTATES IL	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	DT PETERSON, ALICE M.	3.1 TITLE	
NAME	3333 BEVERLY RD	3.2 NAME	
STREET ADDRESS	HOFFMAN ESTATES IL	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	V GARNANT, CAROL	4.1 TITLE	
NAME	3333 BEVERLY RD	4.2 NAME	
STREET ADDRESS	HOFFMAN ESTATES IL	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	S GRIENBERGER, WARREN	5.1 TITLE	
NAME	3333 BEVERLY RD	5.2 NAME	
STREET ADDRESS	HOFFMAN ESTATES IL	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	AS GRIFFIN, KIMBERLY	6.1 TITLE	
NAME	3333 BEVERLY RD	6.2 NAME	
STREET ADDRESS	HOFFMAN ESTATES IL	6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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: _____ 4/18/97

CR2E034 (9/96)