

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

FILED
Mar 16 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P24814 (6)

1. Corporation Name
BUSCH PROPERTIES, INC.



Principal Place of Business C/O CORPORATE TAX DEPARTMENT ONE BUSCH PLACE ST. LOUIS MO 63118	Mailing Address C/O CORPORATE TAX DEPARTMENT ONE BUSCH PLACE ST. LOUIS MO 63118
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 8000 Maryland Avenue Suite, Apt. #, etc. 22 Suite 350 City & State 23 St. Louis, MO Zip 24 63105-3752	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29	Country 30
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3. Date Incorporated or Qualified 06/15/1989	4. FEI Number 43-0957036	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
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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 IN 12
TITLE CP	NAME LINTZ, RICHARD P.	1.1 TITLE
STREET ADDRESS ONE BUSCH PLACE	CITY-ST-ZIP ST. LOUIS MO	1.2 NAME
		1.3 STREET ADDRESS
		1.4 CITY-ST-ZIP
TITLE V	NAME BROWN, WILLIAM F	2.1 TITLE
STREET ADDRESS ONE BUSCH PLACE	CITY-ST-ZIP ST. LOUIS MO	2.2 NAME
		2.3 STREET ADDRESS
		2.4 CITY-ST-ZIP
TITLE V	NAME CHU, CLIVE C.L.	3.1 TITLE
STREET ADDRESS ONE BUSCH PLACE	CITY-ST-ZIP ST. LOUIS MO	3.2 NAME
		3.3 STREET ADDRESS
		3.4 CITY-ST-ZIP
TITLE V	NAME MARTZ, JOHN C., JR.	4.1 TITLE
STREET ADDRESS ONE BUSCH PLACE	CITY-ST-ZIP ST. LOUIS MO	4.2 NAME
		4.3 STREET ADDRESS
		4.4 CITY-ST-ZIP
TITLE S	NAME REEVES, LAURA H.	5.1 TITLE
STREET ADDRESS ONE BUSCH PLACE	CITY-ST-ZIP ST. LOUIS MO	5.2 NAME
		5.3 STREET ADDRESS
		5.4 CITY-ST-ZIP
TITLE T	NAME THAYER, GERALD C.	6.1 TITLE
STREET ADDRESS ONE BUSCH PLACE	CITY-ST-ZIP ST. LOUIS MO	6.2 NAME
		6.3 STREET ADDRESS
		6.4 CITY-ST-ZIP

Schedule Attached

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.

SIGNATURE _____ DATE **3/5/98** TEL **314-577-2350**

CR2E034 (10/97)

BUSCH PROPERTIES, INC

(Business Address: 8000 Maryland Avenue, Suite 350, St. Louis, MO 63105-3752)

OFFICERS

William L. Rammes	Chairman of the Board and President
John C. Martz, Jr.	Vice President-Corporate Real Estate, Assistant Secretary, and Assistant Treasurer
William F. Brown	Vice President-Busch Corporate Centers
William B. Voliva	Vice President-Kingsmill on the James
Terri A. Haack	Vice President & General Manager-Kingsmill Resort
William J. Kimmins	Treasurer
Laura H. Reeves	Secretary
William J. Nason	Assistant Secretary
David C. Sauerhoff	Assistant Treasurer
John D. Castagno	Tax Controller

DIRECTORS

William L. Rammes - Chairman
William F. Brown
Ronald S. Burkhardt
James B. Cash, Jr.
Joseph L. Goltzman
Terri A. Haack
Robert F. Hudson II
Daniel T. Kraus
John C. Martz, Jr.
John B. Roberts
William B. Voliva

Effective 12/1/97