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FILED

Jan 24 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 # **G97817** (2)

1. Corporation Name
BRICKELL MALL, INC.

Principal Place of Business

% BILL G. DAVIS
1000 BRICKELL AVE., #1200
MIAMI FL 33131

Mailing Address

% BILL G. DAVIS
1000 BRICKELL AVE., #1200
MIAMI FL 33131-3062



2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

28 City & State

29 Zip

30 Country

3. Date Incorporated or Qualified

04/05/1984

3a. Date of Last Report

02/16/1996

4. FEI Number

65-0048962

Applied For

Not Applicable

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

DAVIS, BILL G.
1000 BRICKELL AVE., #300
MIAMI FL 33131

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 607.1506, 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

Signature typed or printed in place of registered agent if applicable

(NOTE: Registered Agent signature required when re-appointing)

DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	DELETE
DC	MORRIS, L. ALLEN	1000 BRICKELL AVE., #1200	MIAMI FL	<input type="checkbox"/>
PD	MORRIS, WILLIAM ALLEN	1000 BRICKELL AVE., #1200	MIAMI FL	<input type="checkbox"/>
DV	BELL, JR., JAMES F.	1100 JOHNSON FERRY RD NE	ATLANTA GA	<input type="checkbox"/>
DST	DAVIS, BILL G.	1000 BRICKELL AVE., #300	MIAMI FL	<input type="checkbox"/>
V	RUPP, GARY L.	1000 BRICKELL AVE., #1200	MIAMI FL	<input type="checkbox"/>
V	TAYLOR, H. LELAND	1000 BRICKELL AVE., #300	MIAMI FL	<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	Change	Addition
11	12	13	14	<input type="checkbox"/>	<input type="checkbox"/>
21	22	23	24	<input type="checkbox"/>	<input type="checkbox"/>
31	32	33	34	<input type="checkbox"/>	<input type="checkbox"/>
41	42	43	44	<input type="checkbox"/>	<input type="checkbox"/>
51	52	53	54	<input type="checkbox"/>	<input type="checkbox"/>
61	62	63	64	<input type="checkbox"/>	<input type="checkbox"/>

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 from an attachment with an address.

SIGNATURE:

Bill G. Davis
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1-14-97 (305) 358-1000

Date

Daytime Phone #

CR2E034 (9/96)