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Apr 30 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 # 385058 (3)
1. Corporation Name
THE ROUSE COMPANY OF FLORIDA, INC.



Principal Place of Business
C/O JOHN J. SZYMANSKI, TAX DEPT.
THE ROUSE COMPANY BUILDING
COLUMBIA MD 21044

Mailing Address
C/O JOHN J. SZYMANSKI, TAX DEPT
THE ROUSE COMPANY BUILDING
COLUMBIA MD 21044
US

3. Date Incorporated or Qualified 06/30/1971	3a. Date of Last Report 05/01/1996
4. FEI Number 52-0914189	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	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	85 Zip Code
FL	

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	NAME
STREET ADDRESS	CITY - ST - ZIP
VT	DONAHUE, JEFFREY H.
10275 LITTLE PATUXENT PW	COLUMBIA MD
DELETE <input type="checkbox"/>	
EV	ALEXANDER BRUCE D
10275 LITTLE PATUXENT PARKWAY	COLUMBIA MD
DELETE <input checked="" type="checkbox"/>	
S	ROTHSCHILD, BRUCE I
10275 LITTLE PATUXENT PW	COLUMBIA MD
DELETE <input type="checkbox"/>	
V	SZYMANSKI, JOHN J
10275 LITTLE PATUXENT PW	COLUMBIA, MD 0
DELETE <input type="checkbox"/>	
P	DEERING, ANTHONY W.
10275 LITTLE PATUXENT PW	COLUMBIA MD
DELETE <input type="checkbox"/>	
C	DEVITO, MATHIS J.
10275 LITTLE PATUXENT PW	COLUMBIA, MD 0
DELETE <input checked="" type="checkbox"/>	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	Change <input type="checkbox"/> Addition <input checked="" type="checkbox"/>
2.2 NAME	VICE - PRESIDENT
2.3 STREET ADDRESS	GEORGE L. YOUNGMAN
2.4 CITY - ST - ZIP	10275 LITTLE PATUXENT PARKWAY
3.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	Change <input type="checkbox"/> Addition <input checked="" type="checkbox"/>
6.2 NAME	VICE - PRESIDENT
6.3 STREET ADDRESS	DOUGLAS A. MCGREGOR
6.4 CITY - ST - ZIP	10275 LITTLE PATUXENT PARKWAY
	COLUMBIA, MARYLAND 21044

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 of changes, or on an attachment with an address.

SIGNATURE _____ DATE 4/19/97

CR2E034 (9/96)