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

PROFIT CORPORATION ANNUAL REPORT

1998

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

FILED
May 15 1998 8:00am
Secretary of State

DOCUMENT # **694341** **(9)**

1. Corporation Name
MAYFAIR III, INC.

Principal Place of Business
7620 MARKET STREET
P O BOX 9128
YOUNGSTOWN OH 44153-9128
US

Mailing Address
7620 MARKET STREET
P O BOX 9128
YOUNGSTOWN OH 44153-9128
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 Street Address
22 City & State
23 Zip
24 County

2a. Mailing Address
26 Street Address
27 City & State
28 Zip
29 County

3. Date Incorporated or Qualified
07/13/1981

4. FEI Number
34-1344090
[ ] 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 owes or has paid the current year Intangible Personal Property Tax due June 30 [X] Yes [ ] No

9. **Name and Address of Current Registered Agent**
THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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 Section 607.0505, 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. The 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

12. OFFICERS AND DIRECTORS

TITLE	PD	[X] DELETE
NAME	DEBARTOLO, EDWARD J JR.	
STREET ADDRESS	7620 MARKET ST	
CITY, ST, ZIP	YOUNGSTOWN OH	
TITLE	VTD	[ ] DELETE
NAME	DAVENPORT, LYNN E.	
STREET ADDRESS	7620 MARKET ST	
CITY, ST, ZIP	YOUNGSTOWN OH	
TITLE	VD	[ ] DELETE
NAME	THRAILKILL, LARRY	
STREET ADDRESS	7620 MARKET ST	
CITY, ST, ZIP	YOUNGSTOWN OH	
TITLE	VS	[ ] DELETE
NAME	WOLFCALE, ARTHUR D JR	
STREET ADDRESS	7620 MARKET ST	
CITY, ST, ZIP	YOUNGSTOWN OH	
TITLE	CD	[ ] DELETE
NAME	DEBARTOLO, MARIE D	
STREET ADDRESS	7620 MARKET ST	
CITY, ST, ZIP	YOUNGSTOWN OH	
TITLE	VP	[ ] DELETE
NAME	MURPHY, JAMES F.	
STREET ADDRESS	7620 MARKET STREET	
CITY, ST, ZIP	YOUNGSTOWN OH	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	P+D CURRENTLY VACANT	[ ] Change	[ ] Addition
12 NAME			
13 STREET ADDRESS			
14 CITY, ST, ZIP			
21 TITLE		[ ] Change	[ ] Addition
22 NAME			
23 STREET ADDRESS			
24 CITY, ST, ZIP			
31 TITLE		[ ] Change	[ ] Addition
32 NAME			
33 STREET ADDRESS			
34 CITY, ST, ZIP			
41 TITLE		[ ] Change	[ ] Addition
42 NAME			
43 STREET ADDRESS			
44 CITY, ST, ZIP			
51 TITLE	VD	[X] Change	[ ] Addition
52 NAME			
53 STREET ADDRESS			
54 CITY, ST, ZIP			
61 TITLE	V	[X] Change	[ ] Addition
62 NAME			
63 STREET ADDRESS			
64 CITY, ST, ZIP			

14. I hereby certify that the information supplied within this report will maintain, for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on the 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 is added in Block 13 if an officer or director is being added.

SIGNATURE: X James F. Murphy JAMES F. MURPHY 4-17-98 (330) 965-2029

CR2E034 (10/97)