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
98 SEP 24 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # 848374

1. Corporation Name
RS Properties, Inc.

Principal Place of Business	Mailing Address
110 N. Wacker Chicago, IL 60606	110 N. Wacker Chicago, IL 60606

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 2/27/81

2. Principal Place of Business
21:
22: Suite, Apt. #, etc.:
23: City & State:
24: Zip:
25: Country:

2a. Mailing Address
26:
27: Suite, Apt. #, etc.:
28: City & State:
29: Zip:
30: Country:

4. FEI Number: 13-3073571 ☐ 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. ☒ Yes ☐ No

9. Name and Address of Current Registered Agent

The Corporation Trust Company
1200 S. Pine Island Rd.
Plantation, FL 33324

10. Name and Address of New Registered Agent

81 Name: Corporation Service Company
82 Street Address (P.O. Box Number is Not Acceptable): 1201 Hays Street
83:
84 City: Tallahassee FL 85 Zip Code: 32301

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: [signature] Asst. Secretary
Signature of or on behalf of previous registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	DP Robert Michaels 110 N. Wacker Chicago, IL 60606 ☐ DELETE	11 TITLE / 12 NAME / 13 STREET ADDRESS / 14 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	DVT Bernard Freibaum 110 N. Wacker Chicago, IL 60606 ☐ DELETE	21 TITLE / 22 NAME / 23 STREET ADDRESS / 24 CITY-ST-ZIP	☐ Change ☐ Addition 500002648095--9
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	DV John Bucksbaum 110 N. Wacker Chicago, IL 60606 ☐ DELETE	31 TITLE / 32 NAME / 33 STREET ADDRESS / 34 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	V Jon Batesole. 110 N. Wacker Chicago, IL 60606 ☐ DELETE	41 TITLE / 42 NAME / 43 STREET ADDRESS / 44 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VAS Ronald Gern 110 N. Wacker Chicago, IL 60606 ☐ DELETE	51 TITLE / 52 NAME / 53 STREET ADDRESS / 54 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	S Marshall Eisenberg 2 N. LaSalle Ste. 2200 Chicago, IL 60602 ☐ DELETE	61 TITLE / 62 NAME / 63 STREET ADDRESS / 64 CITY-ST-ZIP	☐ Change ☐ Addition B 9/24 98AR

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: [signature] Bernard Freibaum 9-22-98 (312) 984-5744

CR2E034 (10/97)

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 971317 5029428

AUTHORIZATION : Patricia Pezzith

COST LIMIT : $ 550.00

ORDER DATE : September 23, 1998

ORDER TIME : 10:26 AM

ORDER NO. : 971317-005

CUSTOMER NO: 5029428

CUSTOMER: Ms. Marian Mccauley
General Growth Properties,
110 North Wacker Drive

Chicago, IL 60606

ANNAUL REPORT

RECEIVED
98 SEP 24 AM 11:26
DIVISION OF CORPORATION

NAME: RS PROPERTIES, INC.
D/B/A RS PROPERTIES THREE,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX____ PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

B 9/24