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FILED
Apr 17 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 # F92000000453 (2)

1. Corporation Name
HRE FLORIDA MALL, INC.

Principal Place of Business
950 E. PACES FERRY ROAD, SUITE 2275
ATLANTA GA 30326

Mailing Address
950 E. PACES FERRY ROAD, SUITE 2275
ATLANTA GA 30326-1144

3. Date Incorporated or Qualified 11/30/1992	3a. Date of Last Report 03/16/1996
4. FEI Number 58-2020179	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

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. City
84. State FL
85. Zip Code

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	V	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BORG, LEONARD E JR	1.2 NAME	
STREET ADDRESS	950 E. PACES FERRY ROAD, SUITE 2275	1.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30326	1.4 CITY-ST-ZIP	
TITLE	T	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BREACH, WILLIAM J.	2.2 NAME	
STREET ADDRESS	950 E. PACES FERRY ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CONLEE, CECIL D	3.2 NAME	
STREET ADDRESS	950 E. PACES FERRY ROAD, SUITE 2275	3.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30326	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GOLDEN, DAVID S	4.2 NAME	
STREET ADDRESS	950 E. PACES FERRY ROAD, SUITE 2275	4.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30326	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GILOMEN, DALE R	5.2 NAME	
STREET ADDRESS	950 E. PACES FERRY ROAD, SUITE 2275	5.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30326	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOEK, MARTIN J	6.2 NAME	
STREET ADDRESS	950 E. PACES FERRY ROAD, SUITE 2275	6.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30326	6.4 CITY-ST-ZIP	

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, or on an attachment with an address.

SIGNATURE:

William J. Breach

2/24/97 404/266-1002

Date Daytime Phone #

CR2E034 (9/96)