FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT **1995**

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

APPROVED AND FILED
95 MAY -1 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **F93000002223 (6)**

1. Corporation Name
TRIZEC (USA) HOLDINGS, INC.

Principal Place of Business	Mailing Address
C/O TAX DEPT. 4350 LJ VILLAGE DRIVE. STE 700 SAN DIEGO CA 92122	C/O TAX DEPT. 4350 LJ VILLAGE DRIVE. STE 700 SAN DIEGO CA 92122

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified: 05/12/1993
3a. Date of Last Report: 05/01/1994

2. Principal Place of Business	2a. Mailing Address
21 4350 L.J. Village Dr.	26 4350 L.J. Village Dr.
Suite, Apt. #, etc. 22 Ste. 400	Suite, Apt. #, etc. 27 Ste. 400
City & State 23 San Diego, Ca	City & State 28 San Diego, Ca
Zip / Country 24 92122-1233 25	Zip / Country 29 92122-1233 30

4. FEI Number: 33-0387846 — ☐ 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

9. *This corporation has liability for intangible tax under S. 199.032,* Florida Statutes ☐ Yes ☐ No

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301	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 607.1508, 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 _____ DATE
Signature, typed or printed name of registered agent and title if applicable. NOTE: Registered Agent signature required when reinstating.

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	11 TITLE	P ☒ Change ☐ Addition
NAME	GILCHRIST, JOHN M JR.	12 NAME	Willard J. L'Heureux
STREET ADDRESS	C/O 4350 LA JOLLA VILLAGE DRIVE, STE. 700	13 STREET ADDRESS	4350 L.J. Village Dr. - C/O Tax
CITY-ST-ZIP	SAN DIEGO CA 92122	14 CITY-ST-ZIP	San Diego, Ca 92122
TITLE	ASD	21 TITLE	V ☒ Change ☐ Addition
NAME	STEPHENSON, TOM	22 NAME	Craig Geier
STREET ADDRESS	C/O 4350 LA JOLLA VILLAGE DRIVE, STE. 700	23 STREET ADDRESS	4350 L.J. Village Dr. - C/O Tax
CITY-ST-ZIP	SAN DIEGO CA 92122	24 CITY-ST-ZIP	San Diego, Ca 92122
TITLE	VT	31 TITLE	V ☒ Change ☐ Addition
NAME	MACLEAN, AUBREY	32 NAME	Robert B. Forrest
STREET ADDRESS	C/O 4350 LA JOLLA VILLAGE DRIVE, STE. 700	33 STREET ADDRESS	4350 L.J. Village Dr. - C/O Tax
CITY-ST-ZIP	SAN DIEGO CA 92122	34 CITY-ST-ZIP	San Diego, Ca 92122
TITLE	S	41 TITLE	VT ☒ Change ☐ Addition
NAME	STONE, ARNOLD J	42 NAME	Wendy M. Goday
STREET ADDRESS	C/O 4350 LA JOLLA VILLAGE DRIVE, STE. 700	43 STREET ADDRESS	4350 L.J. Village Dr. - C/O Tax
CITY-ST-ZIP	SAN DIEGO CA 92122	44 CITY-ST-ZIP	San Diego, Ca 92122
TITLE	V	51 TITLE	S ☒ Change ☐ Addition
NAME	FORREST, ROBERT B	52 NAME	Arnold J. Stone
STREET ADDRESS	C/O 4350 LA JOLLA VILLAGE DRIVE, STE. 700	53 STREET ADDRESS	4350 L.J. Village Dr. - C/O Tax
CITY-ST-ZIP	SAN DIEGO CA 92122	54 CITY-ST-ZIP	San Diego, Ca 92122
TITLE	D	61 TITLE	Asst. S ☒ Change ☐ Addition
NAME	BENSON, KEVIN E	62 NAME	Mark P. Riley
STREET ADDRESS	C/O 4350 LA JOLLA VILLAGE DRIVE, STE. 700	63 STREET ADDRESS	4350 L.J. Village Dr. - C/O Tax
CITY-ST-ZIP	SAN DIEGO CA 92122	64 CITY-ST-ZIP	San Diego, Ca 92122

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and 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: M. Riley 4/27/95 (619) 546-3579
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #
Mark P. Riley, Assistant Secretary

0470941 FP