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Feb 18 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 # F93000004570 (8)

1. Corporation Name
URBAN RETAIL PROPERTIES CO.

Principal Place of Business
800 N. MICHIGAN AVE.
CHICAGO IL 60611-1575

Mailing Address
800 N. MICHIGAN AVE.
CHICAGO IL 60611-1542



3. Date Incorporated or Qualified 10/06/1993
3a. Date of Last Report 07/15/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21		26		36-3886881		Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		<input type="checkbox"/> Yes <input type="checkbox"/> No	
23		28		29		30	
Zip		Country		Zip		Country	
24		25		29		30	

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
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

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, typed or printed name of 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	DVS	1.1 TITLE	Assistant Secretary
NAME	HILBORN, MICHAEL G	1.2 NAME	Paul C. Nielsen
STREET ADDRESS	900 N. MICHIGAN AVE.	1.3 STREET ADDRESS	900 N. Michigan Ave.
CITY - ST - ZIP	CHICAGO IL 60611	1.4 CITY - ST - ZIP	Chicago, IL 60611
TITLE	DP	2.1 TITLE	
NAME	CZECH, JAMES L	2.2 NAME	
STREET ADDRESS	900 N. MICHIGAN AVE.	2.3 STREET ADDRESS	
CITY - ST - ZIP	CHICAGO IL 60611	2.4 CITY - ST - ZIP	
TITLE	AS	3.1 TITLE	
NAME	YATES, KEVIN B	3.2 NAME	
STREET ADDRESS	900 N. MICHIGAN AVE.	3.3 STREET ADDRESS	
CITY - ST - ZIP	CHICAGO IL 60611	3.4 CITY - ST - ZIP	
TITLE	DV	4.1 TITLE	
NAME	BERGSTROM, KELLY A	4.2 NAME	
STREET ADDRESS	900 N. MICHIGAN AVE.	4.3 STREET ADDRESS	
CITY - ST - ZIP	CHICAGO IL 60611	4.4 CITY - ST - ZIP	
TITLE	D	5.1 TITLE	
NAME	STUART, NATHAN C	5.2 NAME	
STREET ADDRESS	900 N. MICHIGAN AVE.	5.3 STREET ADDRESS	
CITY - ST - ZIP	CHICAGO IL 60611	5.4 CITY - ST - ZIP	
TITLE	VT	6.1 TITLE	
NAME	ADAM, METZ	6.2 NAME	
STREET ADDRESS	900 N. MICHIGAN AVE.	6.3 STREET ADDRESS	
CITY - ST - ZIP	CHICAGO IL 60611	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, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/24/97 (312) 915-1932

CR2E034 (9/96)