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Mar 04 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000000793 (7)
1. Corporation Name

HUNT VALLEY TITLE HOLDING CORPORATION

Principal Place of Business THE ROUSE COMPANY 10275 LITTLE PATUXENT PKWY COLUMBIA, MARYLAND 21044	Mailing Address THE ROUSE COMPANY 10275 LITTLE PATUXENT PKWY COLUMBIA, MARYLAND 21044
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02-16-1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 52-1444422	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 SOUTH STREET PINE ISLAND ROAD
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
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

Signature typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC	1.1 TITLE	SEE ATTACHED
NAME	SOMERS, JOHN A.	1.2 NAME	
STREET ADDRESS	c/o THEROUSE COMPANY BLDG.	1.3 STREET ADDRESS	
CITY-ST-ZIP	COLUMBIA, MARYLAND 21044	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	VP
NAME	CLAPMAN, PETER C.	2.2 NAME	SZYMANSKI, JOHN J.
STREET ADDRESS	c/o THE ROUSE COMPANY BLDG.	2.3 STREET ADDRESS	c/o THE ROUSE COMPANY BLDG.
CITY-ST-ZIP	COLUMBIA, MARYLAND 21044	2.4 CITY-ST-ZIP	COLUMBIA, MARYLAND 21044
TITLE	D	3.1 TITLE	
NAME	DEERING, ANTHONY W.	3.2 NAME	
STREET ADDRESS	c/o THE ROUSE COMPANY BLDG.	3.3 STREET ADDRESS	
CITY-ST-ZIP	COLUMBIA, MARYLAND 21044	3.4 CITY-ST-ZIP	
TITLE	DV	4.1 TITLE	
NAME	JARDINE, JOHN B.	4.2 NAME	
STREET ADDRESS	c/o THE ROUSE COMPANY BLDG.	4.3 STREET ADDRESS	
CITY-ST-ZIP	COLUMBIA, MARYLAND 21044	4.4 CITY-ST-ZIP	
TITLE	P	5.1 TITLE	
NAME	MCGREGOR, DOUGLAS A.	5.2 NAME	
STREET ADDRESS	c/o THE ROUSE COMPANY BLDG.	5.3 STREET ADDRESS	
CITY-ST-ZIP	COLUMBIA, MARYLAND 21044	5.4 CITY-ST-ZIP	
TITLE	T	6.1 TITLE	
NAME	DAYTON, PATRICIA H	6.2 NAME	
STREET ADDRESS	c/o THE ROUSE COMPANY BLDG.	6.3 STREET ADDRESS	
CITY-ST-ZIP	COLUMBIA, MARYLAND 21044	6.4 CITY-ST-ZIP	

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:

John J. Szymanski

410-992-6468

CR2E034 (10/97)

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Officers and Directors - February 25, 1997

Hunt Valley Title Holding Corporation (267)

Incorporated State: Maryland
Incorporated Date: 10/29/1985

Directors

Peter C. Clapman
Anthony W. Deering
John B. Jardine
John A. Somers

Officers

Title

John A. Somers	Chairman of the Board
Douglas A. McGregor	President
Bruce I. Rothschild	General Counsel & Secretary
Patricia H. Dayton	Treasurer
Gerald E. Brock	Vice-President
David E. Forester	Vice-President
John B. Jardine	Vice-President
Duke S. Kassolis	Vice-President
Alan E. Lang	Vice-President
Robert Minutoli	Vice-President
Joseph H. Necker, Jr.	Vice-President
Jerome D. Smalley	Vice-President
John J. Szymanski	Vice-President
James D. Lano	Associate General Counsel & Assistant Secretary
David R. Schwiesow	Associate General Counsel & Assistant Secretary
Arianne Hale Monroe	Assistant General Counsel & Assistant Secretary
Jeffrey C. Palkovitz	Assistant General Counsel & Assistant Secretary
Gregory E. Zimmerman	Assistant General Counsel & Assistant Secretary

Stock Type: Common Stock

Shareholders

% of Total Issued

Rouse-Teachers Properties, Inc.	100.00%
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Business address for all Officers & Directors:

c/o The Rouse Company
Attn: John J. Szymanski, V.P.
10275 Little Patuxent Parkway
Columbia, Maryland 21044