SECOND	NOTICE:	CORPOR	RATION	WILL I	BE DISSOL	VED ON	OR AF	TER :	SEPTEMBER	30,	1998.
AMOUN	T DUE ON (OR BEFORE	09/30/98:	\$550 (IF	F DISSOLVED,	MINIMUM	AMOUNT	DUE 1	TO REINSTATE:	\$750)	

FILED Jul 16 1998 8:00am PROFIT FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham Secretary of State ANNUAL REPORT Secretary of State 1998 **DIVISION OF CORPORATIONS** DOCUMENT # F96000001741 (5) PHILLIPS EDISON & COMPANY Principal Place of Business Mailing Address 4440 LAKE FOREST DR., #110 4440 LAKE FOREST DR., #110 CINCINNATI OH 45242 CINCINNATI OH 45242 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 04/08/1996 2. Principal Place of Business 2a. Mailing Address 4. FEI Number Applied For 31-1320337 21 26 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired 22 Fee Required 27 City & State City & State 6. Election Campaign Financing \$5.00 May Be 23 28 Trust Fund Contribution Added to Fees Zip Country Country 8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. Yes X No 30 24 25 29 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent 81 Name CORPORATION SERVICE COMPANY 1201 HAYS STREET 82 Street Address (P.O. Box Number Is Not Acceptable) TALLAHASSEE FL 32301-2525 83 64 City Zip Code 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) 12. OFFICERS AND DIRECTORS 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 PSDC TITLE 1.1 TITLE DELETE Change Addition **EDISON, JEFFREY S** NAME 1.2 NAME 1000 LANCASTER ST. SUITE 420 STREET ADDRESS 1.3 STREET ADDRESS **BALTIMORE MD 21202** 1.4 CITY-ST-ZIP CITY-ST-ZIP TITLE DELETE 2.1 TITLE Change Addition HARTER, WILLIAM H JR NAME 2.2 NAME 1000 LANCASTER ST. SUITE 420 STREET ADDRESS 2.3 STREET ADDRESS **BALTIMORE MD 21202** CITY-ST-ZIP 2.4 CITY-ST-ZIP TCOO TITLE DELETE 3.1 TITLE Change __ Addition PHILUPS, MICHAEL C NAME 3.2 NAME 4440 LAKE FOREST DR., #110 STREET ADDRESS 3.3 STREET ADDRESS **ÇINCINNATI OH 45242** 3.4 CITY-ST-ZIP CITY-ST-ZIP TITLE 4.1 TITLE DELETE Change Addition NAME 4.2 NAME STREET ADDRESS 4.3 STREET ADDRESS CITY-ST-ZIP 4.4 CITY-ST-ZIP TITLE DELETE 5.1 TITLE Change Addition NAME 5.2 NAME STREET ADDRESS 5.3 STREET ADDRESS CITY-ST-ZIP 5.4 CITY-ST-ZIP TITLE 6.1 TITLE __ DELETE Change Addition NAME 6.2 NAME 6.3 STREET ADDRESS STREET ADDRESS 64 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.

HEOUTH Michael C. Phillips 7/10/98 513-554-1110