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May 10, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000005379

1. Corporation Name

TRAMMELL CROW RETAIL SERVICES, INC.

Principal Place of Business
2001 ROSS AVE., STE. 3400
DALLAS TX 75201

Mailing Address
2001 ROSS AVE., STE. 3400
DALLAS TX 75201



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/13/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 75-2681127	Applied For <input type="checkbox"/> 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 the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525		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		(NOTE: Registered Agent signature required when reinstating)		DATE	
Signature, typed or printed name of registered agent and title if applicable					
12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	TV	<input type="checkbox"/> DELETE	1.1 TITLE	EV	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DINNEEN, LUCY		1.2 NAME		
STREET ADDRESS	7535 E. HAMPDEN AVE. #650		1.3 STREET ADDRESS		
CITY-ST-ZIP	DENVER CO 80231		1.4 CITY-ST-ZIP		
TITLE	V	<input type="checkbox"/> DELETE	2.1 TITLE	T/ EV/ Asst Sec	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEISER, WILLIAM P		2.2 NAME		
STREET ADDRESS	2001 ROSS AVE, 3400		2.3 STREET ADDRESS		
CITY-ST-ZIP	DALLAS TX 75201		2.4 CITY-ST-ZIP		
TITLE	S	<input type="checkbox"/> DELETE	3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SAVINO, REBECCA M		3.2 NAME		
STREET ADDRESS	2001 ROSS AVE. #3400		3.3 STREET ADDRESS		
CITY-ST-ZIP	DALLAS TX 75201		3.4 CITY-ST-ZIP		
TITLE	PDC	<input type="checkbox"/> DELETE	4.1 TITLE	P/D/CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROTHACKER, WILLIAM		4.2 NAME		
STREET ADDRESS	7995 E. PRENTICE AVE. #300		4.3 STREET ADDRESS		
CITY-ST-ZIP	GREENWOOD VILLAGE CO 80111		4.4 CITY-ST-ZIP		
TITLE	VD	<input type="checkbox"/> DELETE	5.1 TITLE	EV / D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LIPPE, GEORGE L		5.2 NAME		
STREET ADDRESS	2001 ROSS AVE. #3400		5.3 STREET ADDRESS		
CITY-ST-ZIP	DALLAS TX 75201		5.4 CITY-ST-ZIP		
TITLE	VD	<input type="checkbox"/> DELETE	6.1 TITLE	EV	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NAKAHARA, ASUKA		6.2 NAME		
STREET ADDRESS	2001 ROSS AVE. #3400		6.3 STREET ADDRESS		
CITY-ST-ZIP	DALLAS TX 75201		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, with all other like empowered.

SIGNATURE: Rebecca M. Savino Rebecca m. Savino 4/20/99 241/863-3000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

537915-40842-33
Doc # FA70000005379

Officers

Exhibit A

TRAMMELL CROW RETAIL SERVICES, INC.

BLACKWELL, H. PRYOR
2001 ROSS AVENUE, #3400
DALLAS, TX 75201

Addition

EXECUTIVE VICE-PRESIDENT

COE, RICHARD H.
2001 ROSS AVENUE, #3400
DALLAS, TX 75201

Addition

EXECUTIVE VICE-PRESIDENT

DINNEEN, LUCY
✓ 7535 E. HAMPDEN AVENUE, #650
DENVER, CO 80231

EXECUTIVE VICE-PRESIDENT

HAUG, DONNA L.
7995 E. PRENTICE AVENUE, #300
GREENWOOD VILLAGE, CO 80111

Addition

ASS'T SECRETARY

LEISER, WILLIAM P.
✓ 2001 ROSS AVENUE, #3400
DALLAS, TX 75201

TREASURER

LEISER, WILLIAM P.
✓ 2001 ROSS AVENUE, #3400
DALLAS, TX 75201

EXECUTIVE VICE-PRESIDENT

LEISER, WILLIAM P.
✓ 2001 ROSS AVENUE, #3400
DALLAS, TX 75201

ASS'T SECRETARY

LIPPE, GEORGE L.
✓ 2001 ROSS AVENUE, #3400
DALLAS, TX 75201

EXECUTIVE VICE-PRESIDENT

MADDUX, WILLIAM C.
303 W. MADISON STREET, #1800
CHICAGO, IL 60606

Addition

EXECUTIVE VICE-PRESIDENT

NAKAHARA, ASUKA
✓ 2001 ROSS AVENUE, #3400
DALLAS, TX 75201

EXECUTIVE VICE-PRESIDENT

ROTHACKER, WILLIAM
✓ 7995 E. PRENTICE AVENUE, #300
GREENWOOD VILLAGE, CO 80111

PRESIDENT

ROTHACKER, WILLIAM
✓ 7995 E. PRENTICE AVENUE, #300
GREENWOOD VILLAGE, CO 80111

CHIEF EXECUTIVE OFFICER

SAVINO, REBECCA M.
✓ 2001 ROSS AVENUE, #3400
DALLAS, TX 75201

SECRETARY

SULENTIC, ROBERT E.
2001 ROSS AVENUE, #3400
DALLAS, TX 75201

Addition

EXECUTIVE VICE-PRESIDENT

53 1415-40242-33
DOC # FA1000005379

Directors

Exhibit A

TRAMMELL CROW RETAIL SERVICES, INC.

LIPPE, GEORGE L.

✓ 2001 ROSS AVENUE, #3400

DALLAS, TX 75201

ROTHACKER, WILLIAM

✓ 7995 E. PRENTICE AVENUE, #300

GREENWOOD VILLAGE, CO 80111