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Jan 24 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 # K12572 (9)

1. Corporation Name
SHOPPES OF PALM COAST, INC.



Principal Place of Business: 800 THIRD AVENUE 24TH FLOOR NEW YORK NY 10022
Mailing Address: 800 THIRD AVENUE 24TH FLOOR NEW YORK NY 10022-7604

3. Date Incorporated or Qualified: 01/21/1988
3a. Date of Last Report: 04/16/1996
4. FEI Number: 98-0087129
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
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 25
2a. Mailing Address: 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS
TITLE: CDP [] DELETE
NAME: COBE MALE, NICOLAS W
STREET ADDRESS: 800 THIRD AVENUE 24TH FLOOR
CITY-ST-ZIP: NEW YORK NY 10022
TITLE: SV [] DELETE
NAME: COGHLIN, JOHN H
STREET ADDRESS: 800 THIRD AVENUE 24TH FLOOR
CITY-ST-ZIP: NEW YORK NY 10022
TITLE: VD [] DELETE
NAME: HOLDSBERG, JEFFREY
STREET ADDRESS: 800 THIRD AVENUE 24TH FLOOR
CITY-ST-ZIP: NEW YORK NY 10022
TITLE: VAT [X] DELETE
NAME: GUZMAN, VMANNA
STREET ADDRESS: 800 THIRD AVENUE 24TH FLOOR
CITY-ST-ZIP: NEW YORK NY 10022
TITLE: AS [] DELETE
NAME: RANKIN, DAVID P
STREET ADDRESS: 800 THIRD AVENUE 24TH FLOOR
CITY-ST-ZIP: NEW YORK NY 10022
TITLE: VDT [] DELETE
NAME: SMITH, WAYNE R
STREET ADDRESS: 800 THIRD AVENUE 24TH FLOOR
CITY-ST-ZIP: NEW YORK NY 10022

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE: AT [] Change [X] Addition
1.2 NAME: C. Christopher Beck
1.3 STREET ADDRESS: 800 Third Avenue, 24th Floor
1.4 CITY-ST-ZIP: New York, NY 10022
2.1 TITLE: [] Change [] Addition
2.2 NAME:
2.3 STREET ADDRESS:
2.4 CITY-ST-ZIP:
3.1 TITLE: [] Change [] Addition
3.2 NAME:
3.3 STREET ADDRESS:
3.4 CITY-ST-ZIP:
4.1 TITLE: [] Change [] Addition
4.2 NAME:
4.3 STREET ADDRESS:
4.4 CITY-ST-ZIP:
5.1 TITLE: [] Change [] Addition
5.2 NAME:
5.3 STREET ADDRESS:
5.4 CITY-ST-ZIP:
6.1 TITLE: [] Change [] Addition
6.2 NAME:
6.3 STREET ADDRESS:
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 if changed, or on an attachment with an address.

SIGNATURE: _____ John H. Coghlin, Secretary 1/6/97 212-750-0200
DATE: _____ DAYTIME PHONE: _____

CR2E034 (9/96)