


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # M95000000378	
BAY AREA MALL, LLC C/O AETNA LIFE INSURANCE COMPANY 151 FARMINGTON AVENUE HARTFORD CT 06156		1a. Principal Place of Business Address COMPANY C/O AETNA LIFE INSURANCE/ 151 FARMINGTON AVENUE, RW4A HARTFORD CT 06156	
2. Principal Place of Business		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip		Country	
3. Date Organized or Qualified		3a. State of Formation	
12/22/1995		DE	
4. FEI Number		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
06-1444049			
5. Date of Last Report		6. Certificate of Status Desired	
04/29/1997		<input type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code	
		000002498920--4 -04/24/98--01010--013 ***188.75 ***188.75 FL	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	AETNA LIFE INSURANCE COMPANY	151 FARMINGTON AVENUE, RW4A	HARTFORD CT 06156
MGRM	BAY AREA MALL, INC.	151 FARMINGTON AVENUE, RW4A	HARTFORD CT 06156
11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: BY: <i>Marilyn J. Shoudt</i>		April 3, 1998 (860) 273-2138	
Marilyn J. Shoudt, Asst. Vice President			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date Daytime Phone #	