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Apr 30 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 # P06954

(2)

1. Corporation Name

ROUSE-BAYSIDE, INC.

Principal Place of Business

% THE ROUSE COMPANY, JOHN J. SZYMANSKI
10275 LITTLE PATUXENT PARKWAY
COLUMBIA MD 21044

Mailing Address

% THE ROUSE COMPANY, JOHN J. SZYMANSKI
10275 LITTLE PATUXENT PARKWAY
COLUMBIA MD 21044-3414

3. Date Incorporated or Qualified

08/01/1985

3a. Date of Last Report

05/01/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25 29 30

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

4. FEI Number

52-1464401

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

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. 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 signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE COB
NAME DEVITO, MATHIAS J.
STREET ADDRESS 10275 LITTLE PATUXENT
CITY-ST-ZIP COLUMBIA MD

DELETE

TITLE EVP
NAME MCGREGOR, DOUGLAS A.
STREET ADDRESS 10275 LITTLE PATUXENT
CITY-ST-ZIP COLUMBIA MD

DELETE

TITLE P
NAME DEERING, ANTHONY W.
STREET ADDRESS 10275 LITTLE PATUXENT
CITY-ST-ZIP COLUMBIA MD

DELETE

TITLE VP
NAME DONAHUE, JEFFREY H.
STREET ADDRESS 10275 LITTLE PATUXENT
CITY-ST-ZIP COLUMBIA MD

DELETE

TITLE V
NAME SZYMANSKI, JOHN J.
STREET ADDRESS 10275 LITTLE PATUXENT
CITY-ST-ZIP COLUMBIA MD

DELETE

TITLE S
NAME ROTHSCHILD, BRUCE I
STREET ADDRESS 10275 LITTLE PATUXENT
CITY-ST-ZIP COLUMBIA MD

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE VICE-PRESIDENT
1.2 NAME GEORGE L. YUNG-MANN
1.3 STREET ADDRESS 10275 LITTLE PATUXENT PARKWAY
1.4 CITY-ST-ZIP COLUMBIA, MD. 21044

Change Addition

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

Change Addition

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

Change Addition

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

Change Addition

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

Change Addition

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

Change Addition

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:

[Signature]

VICE-PRESIDENT 4/17/97 (410)992-1418

CR2E034 (9/96)