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May 15 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|------------------------|---|--|--|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 08/01/1985 | |
| 21 Suite, Apt. #, etc. | 26 Suite, Apt. #, etc. | 4. FEI Number 52-1464401 | | 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 | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| 23 Zip | 28 Zip | 7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30 <input type="checkbox"/> Yes <input type="checkbox"/> No | | | |
| 24 Country | 29 Country | | | | |

| | | | |
|--|--|---|--|
| 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 | |
| | | 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 | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-----------------------|---|---|
| TITLE | VP | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | YUNGMANN, GEORGE L | 1.2 NAME | |
| STREET ADDRESS | 10275 LITTLE PATUXENT | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | COLUMBIA MD | 1.4 CITY-ST-ZIP | |
| TITLE | EVP | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | MCGREGOR, DOUGLAS A. | 2.2 NAME | |
| STREET ADDRESS | 10275 LITTLE PATUXENT | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | COLUMBIA MD | 2.4 CITY-ST-ZIP | |
| TITLE | P | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | DEERING, ANTHONY W. | 3.2 NAME | |
| STREET ADDRESS | 10275 LITTLE PATUXENT | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | COLUMBIA MD | 3.4 CITY-ST-ZIP | |
| TITLE | VP | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | DONAHUE, JEFFREY H. | 4.2 NAME | |
| STREET ADDRESS | 10275 LITTLE PATUXENT | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | COLUMBIA MD | 4.4 CITY-ST-ZIP | |
| TITLE | V | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SZYMANSKI, JOHN J. | 5.2 NAME | |
| STREET ADDRESS | 10275 LITTLE PATUXENT | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | COLUMBIA MD | 5.4 CITY-ST-ZIP | |
| TITLE | S | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | ROTHSCHILD, BRUCE I | 6.2 NAME | |
| STREET ADDRESS | 10275 LITTLE PATUXENT | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | COLUMBIA MD | 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.

SIGNATURE: _____

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

JOHN J. SZYMANSKI, VP

410-992-6468

Date

Daytime Phone #

0008609

CR2E034 (10/97)