



P07265

ACCOUNT NO. : 072100000032

REFERENCE : 823156 4373528

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 35.00

ORDER DATE : May 18, 1998

ORDER TIME : 3:08 PM

ORDER NO. : 823156-100

CUSTOMER NO: 4373528

CUSTOMER: Ms. Roddie Brunstrom
The Rouse Corporation
10275 Patuxent Pkwy.
(legal Division)
Columbia, MD 21044

100002622611--7

CHANGE OF AGENT

NAME: HOWARD RETAIL INVESTMENT
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

FILED
98 AUG 21 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG 21 PM 4:13
DIVISION OF CORPORATION

R.A. Change

See 8/24

Florida Department of State, Sandra B. Mortham, Secretary of State

*** FILING FEE: \$35.00 ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

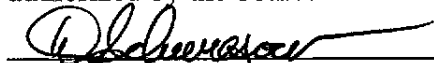
Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of MARYLAND submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: HOWARD RETAIL INVESTMENT CORPORATION
2. The mailing address of the corporation is: 10275 Patuxent Parkway, Columbia, MD 21044
3. Date of incorporation/qualification: AUGUST 29, 1985 Document number: P07265
4. The name and address of the current registered agent and office:
C T CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION, FL 33324
5. The name and address of the new registered agent and office: (P. O. BoxNot Acceptable)
Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



(Signature of an officer, chairman or vice chairman of the board)

5-1-98

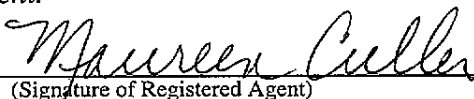
(Date)

David Schwiesow, Vice-President

(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



(Signature of Registered Agent)

8-19-98

(Date)

If signing on behalf of an entity:

Maureen Cullen

(Typed or Printed Name)

Asst. V.P.

(Capacity)