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FILED
Mar 09 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 # P16955 (7)
 1. Corporation Name
WESTFIELD AMERICA, INC.



Principal Place of Business: **11601 WILSHIRE BLVD, 12TH FLOOR, LOS ANGELES CA 90025, US**

Mailing Address: **11601 WILSHIRE BLVD, 12TH FLOOR, LOS ANGELES CA 90025, US**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-24)
 2a. Mailing Address (25-28)

3. Date Incorporated or Qualified: **11/25/1987**

4. FEI Number: **43-0758627**

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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent (81-85)

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 _____ DATE _____
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	VD	<input type="checkbox"/> DELETE
NAME	LOWY, PETER S	
STREET ADDRESS	11601 WILSHIRE BLVD., 12TH FLOOR	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	BERMINGHAM, ROBERT	
STREET ADDRESS	11601 WILSHIRE BLVD, 12TH FLOOR	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	T	<input type="checkbox"/> DELETE
NAME	STEFANEK, MARK A	
STREET ADDRESS	11601 WILSHIRE BLVD, 12TH FLOOR	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	P	<input type="checkbox"/> DELETE
NAME	GREEN, RICHARD E	
STREET ADDRESS	11601 WILSHIRE BLVD., 12TH FLOOR	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Secretary Irv Hepner
2.3 STREET ADDRESS	11601 Wilshire Boulevard, 12th Floor
2.4 CITY-ST-ZIP	Los Angeles, California 90025
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 if an attachment with an address.

SIGNATURE:  **Irv Hepner, Secretary** 1/15/98 310 445-2427

SIGNATURE TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0526692

CR2E034 (10/97)