

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
Apr 30 1997 8:00am
Secretary of State

DOCUMENT # P18805 (2)
1. Corporation Name
ROUSE KENDALL MANAGEMENT CORPORATION



Principal Place of Business
% THE ROUSE COMPANY
10275 LITTLE PATUXENT PARKWAY
COLUMBIA MD 21044-3456

Mailing Address
C/O THE ROUSE COMPANY
10275 LITTLE PATUXENT PARKWAY
COLUMBIA MD 21044-3414
US

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/13/1988		3a. Date of Last Report 05/01/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0032558		Applied For Not Applicable	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032. Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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	CEO	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	VICE - PRESIDENT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	DEVITO, MATHIAS J.			1.2 NAME	DOUGLAS A. MCGREGOR		
STREET ADDRESS	10275 LITTLE PATUXENT PK			1.3 STREET ADDRESS	10275 LITTLE PATUXENT PARKWAY		
CITY-ST-ZIP	COLUMBIA MD			1.4 CITY-ST-ZIP	COLUMBIA MARYLAND 21044		
TITLE	S	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	ROTHSCHILD, BRUCE I			2.2 NAME			
STREET ADDRESS	10275 LITTLE PATUXENT PK			2.3 STREET ADDRESS			
CITY-ST-ZIP	COLUMBIA MD			2.4 CITY-ST-ZIP			
TITLE	AS	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	SCHWIESOW, DAVID R.			3.2 NAME			
STREET ADDRESS	10275 LITTLE PATUXENT PK			3.3 STREET ADDRESS			
CITY-ST-ZIP	COLUMBIA MD			3.4 CITY-ST-ZIP			
TITLE	AS	<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	BARRY, KATHLEEN E.			4.2 NAME			
STREET ADDRESS	10275 LITTLE PATUXENT PK			4.3 STREET ADDRESS			
CITY-ST-ZIP	COLUMBIA MD			4.4 CITY-ST-ZIP			
TITLE	V	<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	SZYMANSKI, JOHN J			5.2 NAME			
STREET ADDRESS	10275 LITTLE PATUXENT PK			5.3 STREET ADDRESS			
CITY-ST-ZIP	COLUMBIA MD			5.4 CITY-ST-ZIP			
TITLE	P	<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	DEERING, ANTHONY W			6.2 NAME			
STREET ADDRESS	10275 LITTLE PATUXENT PKWY			6.3 STREET ADDRESS			
CITY-ST-ZIP	COLUMBIA MD			6.4 CITY-ST-ZIP			

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) 999-1418

CR2E034 (9/96)