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

PROFIT CORPORATION ANNUAL REPORT

1998

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

FILED
May 15 1998 8:00am
Secretary of State

DOCUMENT # **P19221** **(1)**

1. Corporation Name
DEBARTOLO CAPITAL CORPORATION III

Principal Place of Business
7620 MARKET STREET
P O BOX 9128
YOUNGSTOWN OH 44513-9128
US

Mailing Address
7620 MARKET STREET
P O BOX 9128
YOUNGSTOWN OH 44513-9128
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 Street Apt. #, etc.
22 City & State
23 Zip
24 Country
25

2a. Mailing Address
26 Street Apt. #, etc.
27 City & State
28 Zip
29 Country
30

3. Date Incorporated or Qualified
05/11/1988

4. FEI Number
34-1566520 [ ] 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 owes or has paid the current year Intangible Personal Property Tax due June 30 [X] Yes [ ] No

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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 Section 607.0505 and/or 607.0506, 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 and that its business is authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I confirm I am familiar with and accept the obligations of registered agent under Section 607.0505, Florida Statutes.

SIGNATURE DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	[X] DELETE
NAME	DEBARTOLO, JR E J	
STREET ADDRESS	7620 MARKET STREET	
CITY ST ZIP	YOUNGSTOWN OH	
TITLE	VTD	[ ] DELETE
NAME	DAVENPORT, LYNN E.	
STREET ADDRESS	7620 MARKET STREET	
CITY ST ZIP	YOUNGSTOWN OH	
TITLE	CD	[ ] DELETE
NAME	YORK, MARIE DENISE D.	
STREET ADDRESS	7620 MARKET STREET	
CITY ST ZIP	YOUNGSTOWN OH	
TITLE	VD	[ ] DELETE
NAME	THRAILKILL, LARRY	
STREET ADDRESS	7620 MARKET STREET	
CITY ST ZIP	YOUNGSTOWN OH	
TITLE	VS	[ ] DELETE
NAME	WOLFCALE, A.D.	
STREET ADDRESS	7620 MARKET ST.	
CITY ST ZIP	YOUNGSTOWN OH	
TITLE	VP	[ ] DELETE
NAME	MURPHY, JAMES F.	
STREET ADDRESS	7620 MARKET STREET	
CITY ST ZIP	YOUNGSTOWN OH	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	P+D CURRENTLY VACANT	[ ] Change [ ] Addition
12 NAME		
13 STREET ADDRESS		
14 CITY ST ZIP		
21 TITLE		[ ] Change [ ] Addition
22 NAME		
23 STREET ADDRESS		
24 CITY ST ZIP		
31 TITLE	VD	[X] Change [ ] Addition
32 NAME		
33 STREET ADDRESS		
34 CITY ST ZIP		
41 TITLE		[ ] Change [ ] Addition
42 NAME		
43 STREET ADDRESS		
44 CITY ST ZIP		
51 TITLE		[ ] Change [ ] Addition
52 NAME		
53 STREET ADDRESS		
54 CITY ST ZIP		
61 TITLE	V	[X] Change [ ] Addition
62 NAME		
63 STREET ADDRESS		
64 CITY ST ZIP		

14. I hereby certify that the information supplied herein is accurate and I qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental 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 of the corporation pursuant to Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 of this report as an officer or director or the receiver or trustee of the corporation.

SIGNATURE: X James F. Murphy JAMES F. MURPHY 4-17-98 (330) 965-2029

CR2E034 (10/97)