


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

FILED
Mar 05 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 # P22357 (8) 1. Corporation Name GENERAL GROWTH MANAGEMENT, INC.		
Principal Place of Business 400 SO HWY 169 STE 800 MINNEAPOLIS MN 55426 US	Mailing Address 400 SO HWY 169 STE 800 MINNEAPOLIS MN 55426 US	



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 55 W. Monroe Suite 3100 Suite, Apt. #, etc. 22 City & State 23 Chicago, IL Zip 24 60603		2a. Mailing Address 26 55 W. Monroe Suite 3100 Suite, Apt. #, etc. 27 City & State 28 Chicago, IL Zip 29 60603		3. Date Incorporated or Qualified 12/30/1988	
4. FEI Number 42-1285297		Applied For <input type="checkbox"/> Not Applicable		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		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

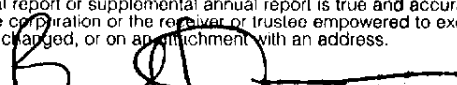
9. Name and Address of Current Registered Agent PRENTICE-HALL CORPORATION SYSTEM 1201 HAYES STREET SUITE 105 TALLAHASSEE FL 32301		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code	
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11. 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____
Signature, typed or printed name of registered agent and title if applicable

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V MILLAR, JOHN 400 S HWY 169 MINNEAPOLIS MN <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 55 W. Monroe Suite 3100 Chicago, IL 60603
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD MICHAELS, ROBERT A. 400 SOUTH HIGHWAY 169, #800 MINNEAPOLIS MN <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 55 W. Monroe Suite 3100 Chicago, IL 60603
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CEO BUCKSBAUM, MATTHEW 55 WEST MONROE CHICAGO IL <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S SOULE, KEVIN 400 SOUTH HIGHWAY 169, #800 MINNEAPOLIS MN <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 55 W. Monroe Suite 3100 Chicago, IL 60603
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D BUCKSBAUM, JOHN 55 WEST MONROE CHICAGO IL <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D FREIBAUM, BERNARD 55 WEST MONROE CHICAGO IL <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition DVCFO

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  **Bernard Freibaum** (312) 551-5164

CR2E034 (10/97)