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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P38725 (8)
1. Corporation Name
HUNTINGTON REALTY INTERESTS, LTD., INC.

Principal Place of Business C/O THE ROUSE COMPANY 10275 LITTLE PATUXENT PARKWAY COLUMBIA MD 21044-3456 US	Mailing Address C/O THE ROUSE COMPANY 10275 LITTLE PATUXENT PARKWAY COLUMBIA MD 21044-3414 US
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3. Date Incorporated or Qualified 05/08/1992	3a. Date of Last Report 05/01/1996
4. FEI Number 52-1317791	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name	608882376926
82 Street Address (P.O. Box Number is Not Acceptable)	-12/18/97--FL00-010
83	
84 City	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement of change of 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

Print name of registered agent and title if applicable

NOTE: Registered Agent signature required when reinstating

DATE

12. OFFICERS AND DIRECTORS

TITLE	V	DELETE
NAME	MCGREGOR, DOUGLAS A.	
STREET ADDRESS	10275 LITTLE PATUXENT	
CITY-ST-ZIP	COLUMBIA MD	
TITLE	S	DELETE
NAME	MCCAULEY, RICHARD G.	
STREET ADDRESS	10275 LITTLE PATUXENT	
CITY-ST-ZIP	COLUMBIA MD	
TITLE	V	DELETE
NAME	ALEXANDER, BRUCE D.	
STREET ADDRESS	1027 LITTLE PATUXENT PARKWAY	
CITY-ST-ZIP	COLUMBIA MD	
TITLE	T	DELETE
NAME	DONAHUE, JEFFREY H.	
STREET ADDRESS	10275 LITTLE PATUXENT	
CITY-ST-ZIP	COLUMBIA MD	
TITLE	P	DELETE
NAME	DEERING, ANTHONY W.	
STREET ADDRESS	10275 LITTLE PATUXENT PARKWAY	
CITY-ST-ZIP	COLUMBIA MD	
TITLE	See Attached	DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
22 NAME	SECRETARY
23 STREET ADDRESS	ROTHSCHILD, BRUCE I.
24 CITY-ST-ZIP	10275 LITTLE PATUXENT PARKWAY
31 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
32 NAME	VICE-PRESIDENT
33 STREET ADDRESS	SYMANSKI, JOHN J.
34 CITY-ST-ZIP	10275 LITTLE PATUXENT PARKWAY
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 CITY-ST-ZIP	

14. I do hereby certify that the information supplied in this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information included in this annual report is true and accurate and that my signature shall have the same legal effect as I made under oath. I am the officer or director of the corporation or the registered agent or I am authorized to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13. I do hereby certify that I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

2

Officers and Directors - February 25, 1997

Huntington Realty Interests, Ltd. (268)

Incorporated State: Maryland
Incorporated Date: 11/04/1983

Directors

Mathias J. DeVito
Anthony W. Deering
Douglas A. McGregor

Officers

Title

Anthony W. Deering	Chairman of the Board, President & Chief Executive Officer
Douglas A. McGregor	Executive Vice-President
Duke S. Kassolis	Senior Vice-President
Paul I. Latta, Jr.	Senior Vice-President
Robert Minutoli	Senior Vice-President
Robert D. Riedy	Senior Vice-President
Alton J. Scavo	Senior Vice-President
Jerome D. Smalley	Senior Vice-President
Jeffrey H. Donahue	Senior Vice-President & Chief Financial Officer
George L. Yungmann	Senior Vice-President & Treasurer
Bruce I. Rothschild	Vice-President, General Counsel & Secretary
Patricia H. Dayton	Vice-President & Treasurer
Laurin B. Askew, Jr.	Vice-President
William D. Boden	Vice-President
Laurence A. Brocato	Vice-President
Michael J. Bryant	Vice-President
Robert M. Byrne	Vice-President
Jody L. Clark	Vice-President
Holly G. Edington	Vice-President
Thomas M. Fitzpatrick	Vice-President
Jack R. Greenberg	Vice-President
Anthony T. Hawkins	Vice-President
John A. Johnson	Vice-President
Brian J. Lanham	Vice-President
Monty C. Leonard	Vice-President
Melanie M. Lundquist	Vice-President
Joel A. Manfredo	Vice-President
Kenneth M. Marty	Vice-President
Joseph H. Necker, Jr.	Vice-President
Michael L. Podracky	Vice-President
Mark W. Polivka	Vice-President
John R. Ragland	Vice-President
Marlene F. Weinberg	Vice-President
Ronald C. Wickwire	Vice-President
B. Owen Williams	Vice-President
Gary M. Rivers	Vice-President & Controller
John J. Szymanski	Vice-President & Assistant Controller
Kathleen E. Barry	Vice-President & Associate General Counsel & Assistant Secretary
Richard E. Galen	Vice-President & Associate General Counsel & Assistant Secretary

3

Officers and Directors - February 25, 1997

Gordon H. Glenn	Vice-President & Associate General Counsel & Assistant Secretary
James D. Lano	Vice-President & Associate General Counsel & Assistant Secretary
David R. Schwiesow	Vice-President & Associate General Counsel & Assistant Secretary
John W. Steele, III	Vice-President & Associate General Counsel & Assistant Secretary
Nancy E. Everett	Assistant Secretary
Vicki B. Finkelstein	Assistant Secretary
E. Bernard Justis	Assistant Secretary
Arianne Hale Monroe	Assistant Secretary
M. Lucinda Motsko	Assistant Secretary
Jeffrey C. Palkovitz	Assistant Secretary
Donna M. Sills	Assistant Secretary
Suzanne Kirby Welch	Assistant Secretary
Beverly J. White	Assistant Secretary
Gregory E. Zimmerman	Assistant Secretary

4

THE ROUSE COMPANY

December 9, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Huntington Realty Interests, LTD., Inc.
Fed Id# 52-1317791
Tax Period: 1997 - Annual Report

Gentlemen:

Please find attached a copy of the above taxpayer's Profit Corporation Annual Report for tax year 1997. This report was mailed to Florida Dept. of State on April 25, 1997. The appropriate fee of \$165.00 was paid with check # 036425. However, check #036425 was returned to us on May 5, 1997 according to Amy Allen in your department for a lack of signature. All of our company's checks are stamped with the president signature. As of this writing this check is still outstanding.

Upon receiving a Notice of Administrative Dissolution or Revocation, I called your office and spoke with Amy Allen on December 8, 1997 and she confirmed that our check was returned on to us on May 5, 1997. We never received the check.

Based upon an erroneous misinterpretation on the part of your staff, and our documentation, Huntington Realty Interest, LTD 's Annual Report would have been filed in a timely manner, and we would have been in compliance with the State of Florida.

We are requesting reinstatement and abatement of penalties and interest for noncompliance. Please find enclosed the appropriate filing fee of \$165.00

If further information is required, please call (410) 992-3683. Thanking you in advance for your cooperation, in resolving this matter in a timely manner.

Sincerely,



Alice L. Porter, CPA
Sr. Tax Accountant