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PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # P92000007202 (4)

1. Corporation Name

TOWN CENTRE PROPERTIES, INC.



Principal Place of Business

Mailing Address

C/O J.H. YOUSSEF
600 PEACHTREE ST S2700
ATLANTA GA 30308
US

C/O J.H. YOUSSEF
600 PEACHTREE ST. S2700
ATLANTA GA 30308
US

3. Date Incorporated or Qualified

11/24/1992

3a. Date of Last Report

04/19/1995

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE FL 32301

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 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 the filer, if applicable

Signature, typed or printed name of registered agent and the filer, if applicable

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

P
BROWN, WILLIAM J
600 PEACHTREE ST S2700
ATLANTA GA

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

D
MANDELBAUM, MELVIN J.
ONE LIBERTY PLAZA
NEW YORK NY

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

D
CANDY, MICHAEL A
44 KING ST. WEST
TORONTO, ONTARIO, CANADA

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

CD
OLIVER, JOHN E
44 KING ST. WEST
TORONTO, ONTARIO, CANADA

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

D
HALE-SANDERS, RICHARD W
44 KING ST. WEST
TORONTO, ONTARIO, CANADA

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

VP
SMITH, MERIDITH D
600 PEACHTREE STREET SUITE 2700
ATLANTA GA

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP

2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP

3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP

4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP

5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP

6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

7.1 TITLE 7.2 NAME 7.3 STREET ADDRESS 7.4 CITY-ST-ZIP

8.1 TITLE 8.2 NAME 8.3 STREET ADDRESS 8.4 CITY-ST-ZIP

9.1 TITLE 9.2 NAME 9.3 STREET ADDRESS 9.4 CITY-ST-ZIP

10.1 TITLE 10.2 NAME 10.3 STREET ADDRESS 10.4 CITY-ST-ZIP

DIRECTOR DONNA M. GROSCHORTH ONE LIBERTY PLAZA NEW YORK NY

TREASURER JOE YOUSSEF 600 PEACHTREE ST. STE 2700 ATLANTA GA 30308

DIRECTOR JOHN AGNEW 44 KING ST. WEST TORONTO, ONTARIO, CANADA

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14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Joe Youssef

Treasurer

4/19/96

(404) 877-1568

DATE

Daytime Phone #

CR2E034 (12/95)