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Jun 18, 1999 8:00 am  
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # P98000023546

1. Corporation Name WESTFIELD USA VENTURE NO. 1, INC.



Principal Place of Business 4350 W. CYPRESS ST., SUITE 640 TAMPA FL 33607 Mailing Address 4350 W. CYPRESS ST., SUITE 640 TAMPA FL 33607

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 03/12/1998 4. FEI Number 59-3500237 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 the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent SCHLOSSER, RICHARD A 101 E. KENNEDY BLVD., SUITE 4100 TAMPA FL 33602 10. Name and Address of New Registered Agent 81 Name Schlosser, Richard A. 82 Street Address (P.O. Box Number is Not Acceptable) 500 East Kennedy Blvd. 83 Suite 200 84 City Tampa, FL 85 Zip Code 33602

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 RICHARD A. SCHLOSSER DATE 6/15/99

12. OFFICERS AND DIRECTORS 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE Vice President/Treasurer 1.2 NAME Baker, Frank 1.3 STREET ADDRESS 4350 W. Cypress Street 1.4 CITY-ST-ZIP Tampa, FL 33607 2.1 TITLE Vice President 2.2 NAME Messerly, Mark 2.3 STREET ADDRESS 4350 W. Cypress Street 2.4 CITY-ST-ZIP Tampa, FL 33607

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, with all other like empowered.

SIGNATURE: FRANK S. BAKER 6/15/99 (813) 874-9872 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)