

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
 Aug 22 1997 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 856016 (1)

1. Corporation Name
CADILLAC FAIRVIEW CORP.

Principal Place of Business 20 QUEEN STREET WEST SUITE 400 TORONTO, ONTARIO CANADA M5H -3R4 OC	Mailing Address 20 QUEEN STREET WEST SUITE 400 TORONTO, ONTARIO CANADA M5H -3R4 OC
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Country
24	25
29	30

3. Date Incorporated or Qualified 04/04/1983	3a. Date of Last Report 03/25/1996
4. FEI Number 51-0258297	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

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 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 _____

12. OFFICERS AND DIRECTORS

TITLE	PDCO	<input checked="" type="checkbox"/> DELETE
NAME	BIBACK, DONALD M	
STREET ADDRESS	20 QUEEN ST WEST	
CITY-ST-ZIP	TORONTO, ONTARIO, CANADA M5H -3R4	
TITLE	SVPC	<input checked="" type="checkbox"/> DELETE
NAME	MCDONNELL, CHRISTOPHER W	
STREET ADDRESS	20 QUEEN STREET WEST, STE 400	
CITY-ST-ZIP	TORONTO, ONTARIO, CANADA M5H-3R4	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	WOOD, ROSS W.E.	
STREET ADDRESS	20 QUEEN STREET WEST, STE 400	
CITY-ST-ZIP	TORONTO, ONTARIO, CANADA M5H-3R4	
TITLE	EVP	<input checked="" type="checkbox"/> DELETE
NAME	GILLIN, PHILLIP C	
STREET ADDRESS	20 QUEEN STREET WEST, STE 400	
CITY-ST-ZIP	TORONTO, ONTARIO, CANADA M5H-3R4	
TITLE	AVP	<input type="checkbox"/> DELETE
NAME	SHERWOOD, NANCY G	
STREET ADDRESS	20 QUEEN STREET WEST, STE 400	
CITY-ST-ZIP	TORONTO, ONTARIO, CANADA M5H-3R4	
TITLE	DSVT	<input checked="" type="checkbox"/> DELETE
NAME	MACDONALD, JOHN W	
STREET ADDRESS	20 QUEEN STREET WEST, STE 400	
CITY-ST-ZIP	TORONTO, ONTARIO, CANADA M5H-3R4	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	President, Director <i>PD</i>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Duncan, Bruce	
1.3 STREET ADDRESS	20 Queen Street West, Suite 500	
1.4 CITY-ST-ZIP	Toronto, Ontario Canada M5H 3R4	
2.1 TITLE	Executive Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	John Hagan	
2.3 STREET ADDRESS	20 Queen Street West, Suite 500	
2.4 CITY-ST-ZIP	Toronto, Ontario Canada M5H 3R4	
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	Executive Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Sharpe, L. Peter <i>SPD</i>	
4.3 STREET ADDRESS	20 Queen Street West, Suite 500	
4.4 CITY-ST-ZIP	Toronto, Ontario, Canada M5H 3R4	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	Senior Vice President <i>SV</i>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Barbetta, Peter J.	
6.3 STREET ADDRESS	20 Queen Street West, Suite 500	
6.4 CITY-ST-ZIP	Toronto, Ontario, Canada M5H 3R4	

14. I do 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: _____ SIGNATURE REQUIRED *[Signature]* August 14/97

CFR2E034 (4/97)