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May 10, 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 # F97000005728

1. Corporation Name
 Oaks Mall Gainesville #, Inc.

Principal Place of Business: 110 N. Wacker, Chicago, IL 60606
 Mailing Address: 110 N. Wacker, Chicago, IL 60606

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 10/30/1997
 4. FEI Number: 36-4186805
 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

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields.

9. Name and Address of Current Registered Agent: Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301-2585
 10. Name and Address of New Registered Agent (81-85) fields.

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	1.1 TITLE	
NAME	Bucksbaum, Matthew	1.2 NAME	
STREET ADDRESS	110 N. Wacker	1.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60606	1.4 CITY-ST-ZIP	
TITLE	COOP	2.1 TITLE	
NAME	Michaels, Robert A.	2.2 NAME	
STREET ADDRESS	110 N. Wacker	2.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60606	2.4 CITY-ST-ZIP	
TITLE	EVD	3.1 TITLE	
NAME	Bucksbaum, John	3.2 NAME	
STREET ADDRESS	110 N. Wacker	3.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60606	3.4 CITY-ST-ZIP	
TITLE	CFO	4.1 TITLE	
NAME	Freibaum, Bernard	4.2 NAME	
STREET ADDRESS	110 N. Wacker	4.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60606	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	
NAME	Batesole, Jon E.	5.2 NAME	
STREET ADDRESS	110 N. Wacker	5.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60606	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	
NAME	Richards, Stanley	6.2 NAME	
STREET ADDRESS	110 N. Wacker	6.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60606	6.4 CITY-ST-ZIP	

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: Bernard Freibaum Date: 4-20-99 Daytime Phone #: (312)960-5205

CR2E034 (1/98)