

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
1977
ANNUAL REPORT
OF

WESTMINSTER SHOPPING CENTERS, INC.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is
Westminster Shopping Centers, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is
111 Westminster Street, Providence, Rhode Island 02903
and the name of its registered agent in Rhode Island at such address is
Edward W. Dence, Jr.

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is real estate investment

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
John J. Cummings, Jr.	Director	111 Westminster St., Prov., RI
J. Terrence Murray	Director	111 Westminster St., Prov., RI
H. Jay Sarles	Director	111 Westminster St., Prov., RI
Henry F. Tingley, Jr.	Director	111 Westminster St., Prov., RI
Charles L. Walker	Director	111 Westminster St., Prov., RI
	Director	
H. Jay Sarles	President	111 Westminster St., Prov., RI
Michael C. Madeira	Vice President	111 Westminster St., Prov., RI
Edward W. Dence, Jr.	Secretary	111 Westminster St., Prov., RI
J. Scott Burns	Asst Secy	111 Westminster St., Prov., RI
Charles L. Walker	Treasurer	111 Westminster St., Prov., RI
Benjamin P. King	Controller	111 Westminster St., Prov., RI

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
8,000	Common	--	\$1.00

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EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

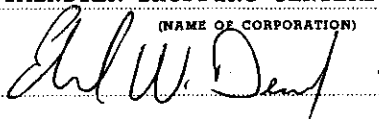
<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common	--	\$1.00

Dated February 2, 1977

WESTMINSTER SHOPPING CENTERS, INC.

(NAME OF CORPORATION)

By



Its Secretary