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Oct 06 1998 8:00am
Secretary of State

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

PROFIT CORPORATION ANNUAL REPORT 1987 1998
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 852176 (7)
1. Corporation Name
ACME-WILEY CORPORATION

Principal Place of Business: 2480 GREENLEAF AVENUE, ELK GROVE VILLAGE IL 60007
Mailing Address: 2480 GREENLEAF AVENUE, ELK GROVE VILLAGE IL 60007-5510

3. Date Incorporated or Qualified: 03/15/1982
3a. Date of Last Report: 04/16/1996
4. FEI Number: ~~36-0703295~~ 36-4122053
Applied For: Not Applicable
6. 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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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

9. Name and Address of Current Registered Agent: O'NEILL, ROGER L., 11861 LOST TREE WAY, N PALM BCH FL 33408
81 Name; 82 Street Address (P.O. Box Number is Not Acceptable); 83; 84 City; 85 Zip Code: FL

10. Name and Address of New Registered Agent

11. Pursuant to the provisions of Sections 607.0502 and 607.1608, 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
1.1 TITLE: D
1.2 NAME: O'NEILL, MARIE E
1.3 STREET ADDRESS: 11861 LOST TREE WAY
1.4 CITY-ST-ZIP: JUNO BEACH, FL 00000
1.5 TITLE: VPF
1.6 NAME: CALLAN, JOHN
1.7 STREET ADDRESS: 2480 GREENLEAF AV
1.8 CITY-ST-ZIP: ELK GROVE IL
1.9 TITLE: SD
1.10 NAME: PATTERSON, LORETTA
1.11 STREET ADDRESS: 110 W BUTTERFIELD RD
1.12 CITY-ST-ZIP: ELMHURST, IL 00000
1.13 TITLE: PD
1.14 NAME: O'NEILL, ROGER L
1.15 STREET ADDRESS: 11861 LOST TREE WAY
1.16 CITY-ST-ZIP: N PALM BCH FL
1.17 TITLE: T
1.18 NAME: GREITER, KARL L.
1.19 STREET ADDRESS: 2480 GREENLEAF
1.20 CITY-ST-ZIP: ELK GROVE IL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE: EXEC VICE PRESIDENT
1.2 NAME: GERALD T GARY
1.3 STREET ADDRESS: 501 W 68TH STREET
1.4 CITY-ST-ZIP: DOWNERS GROVE, IL 60516
1.5 TITLE: TREASURER / SECRETARY
1.6 NAME:
1.7 STREET ADDRESS:
1.8 CITY-ST-ZIP:
1.9 TITLE:
1.10 NAME:
1.11 STREET ADDRESS:
1.12 CITY-ST-ZIP:
1.13 TITLE:
1.14 NAME:
1.15 STREET ADDRESS:
1.16 CITY-ST-ZIP:
1.17 TITLE:
1.18 NAME:
1.19 STREET ADDRESS:
1.20 CITY-ST-ZIP:
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***558.75
4/10/96

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: _____ (847) 314-2250
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/95)