

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.  
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Sep 09 1998 8:00am  
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE  
 Sandra B. Mortham  
 Secretary of State  
 DIVISION OF CORPORATIONS

DOCUMENT # F92000000881 (4)

1. Corporation Name  
 MIPOD, INC.



Principal Place of Business: ONE WESTBROOK CORPORATE CENTER, SUITE 400 WESTCHESTER IL 60154  
 Mailing Address: ONE WESTBROOK CORPORATE CENTER, SUITE 400 WESTCHESTER IL 60154

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 12/15/1992

4. FEI Number: 36-3043154 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 or has paid the current year Intangible Personal Property Tax due June 30.  Yes  No

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-29) fields with sub-fields for Suite, City & State, Zip, and Country.

9. Name and Address of Current Registered Agent  
~~KIRSNER, MARVIN A. ESQ.~~ PAUL YOUNG ESQ  
 1630 N FEDERAL HIGHWAY  
 FORT LAUDERDALE FL 33305

10. Name and Address of New Registered Agent  
 81 Name: Paul Young, Esq.  
 82 Street Address (P.O. Box Number is Not Acceptable): 1630 N. Federal Highway  
 83  
 84 City: Fort Lauderdale FL 85 Zip Code: 33305

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: [Signature] DATE: 9-2-98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: P	NAME: PODOLSKY, MILTON	1.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: ONE WESTBROOK CORPORATE CENTER, SUITE 400	CITY-ST-ZIP: WESTCHESTER IL 60154	1.2 NAME:	
TITLE: V	NAME: PODOLSKY, RANDY D	1.3 STREET ADDRESS:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: ONE WESTBROOK CORPORATE CENTER, SUITE 400	CITY-ST-ZIP: WESTCHESTER IL 60154	1.4 CITY-ST-ZIP:	
TITLE: VD	NAME: PODOLSKY, STEVEN	2.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: ONE WESTBROOK CORPORATE CENTER, SUITE 400	CITY-ST-ZIP: WESTCHESTER IL 60154	2.2 NAME:	
TITLE: T	NAME: PODOLSKY, BONNIE L	2.3 STREET ADDRESS:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS: ONE WESTBROOK CORPORATE CENTER, SUITE 400	CITY-ST-ZIP: WESTCHESTER IL 60154	2.4 CITY-ST-ZIP:	
TITLE: V	NAME: Judith A. Malone	3.1 TITLE:	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS: One Westbrook Corporate Center #400	CITY-ST-ZIP: Westchester, IL 60154	3.2 NAME:	
TITLE:	NAME:	3.3 STREET ADDRESS:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS:	CITY-ST-ZIP:	3.4 CITY-ST-ZIP:	
TITLE:	NAME:	4.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS:	CITY-ST-ZIP:	4.2 NAME:	
TITLE:	NAME:	4.3 STREET ADDRESS:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS:	CITY-ST-ZIP:	4.4 CITY-ST-ZIP:	
TITLE:	NAME:	5.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS:	CITY-ST-ZIP:	5.2 NAME:	
TITLE:	NAME:	5.3 STREET ADDRESS:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS:	CITY-ST-ZIP:	5.4 CITY-ST-ZIP:	
TITLE:	NAME:	6.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS:	CITY-ST-ZIP:	6.2 NAME:	
TITLE:	NAME:	6.3 STREET ADDRESS:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS:	CITY-ST-ZIP:	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.

SIGNATURE: [Signature] DATE: 9-1-98

CR2E034 (5/98)