

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 15 1997 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # F94000006137 (3)
 1. Corporation Name
 BUTLER PARTNERS, INC.



Principal Place of Business: 2355 WAUKEGAN ROAD, SUITE A200, BANNOCKBURN IL 60015 US
 Mailing Address: 2355 WAUKEGAN ROAD, SUITE A200, BANNOCKBURN IL 60015 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		12/01/1994	04/24/1996
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number	Applied For
23 City & State		28 City & State		36-3984565	Not Applicable
24 Zip		29 Country		5. Certificate of Status Desired	\$8.75 Additional Fee Required
25		30		<input type="checkbox"/>	\$5.00 May Be Added to Fees
26		31		6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/>
27		32		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
 THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS ST., STE. 105
 TALLAHASSEE FL 32301

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 _____
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	MEADOR, THOMAS E	
STREET ADDRESS	2355 WAUKEGAN ROAD, SUITE A200	
CITY-ST-ZIP	BANNOCKBURN IL 60015	
TITLE	SVP	<input checked="" type="checkbox"/> DELETE
NAME	LIEBERMAN, ALAN G	
STREET ADDRESS	2355 WAUKEGAN RD. STE A200	
CITY-ST-ZIP	BANNOCKBURN IL 60015	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	OGLE, JERRY M.	
STREET ADDRESS	2355 WAUKEGAN ROAD, SUITE A200	
CITY-ST-ZIP	BANNOCKBURN IL 60015	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	DARRAGH, ALEXANDER J.	
STREET ADDRESS	2355 WAUKEGAN ROAD, SUITE A200	
CITY-ST-ZIP	BANNOCKBURN IL 60015	
TITLE	SVPT	<input checked="" type="checkbox"/> DELETE
NAME	PARKER, BRIAN	
STREET ADDRESS	2355 WAUKEGAN ROAD, SUITE A200	
CITY-ST-ZIP	BANNOCKBURN IL 60015	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P, CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	SVP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Powell, John K.	
2.3 STREET ADDRESS	2355 Waukegan Rd Ste A200	
2.4 CITY-ST-ZIP	Bannockburn, IL 60015	
3.1 TITLE	Managing Director General	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Counsel & Secretary	
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	CFO, Managing Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Kosik, Jayne A	
4.3 STREET ADDRESS	2355 Waukegan Rd Suite A200	
4.4 CITY-ST-ZIP	Bannockburn, IL 60015	
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		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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: *Jerry M. Ogle*

8/17/97
 547-317-4380

CR2E034 (4/97)