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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # F95000000620

1. Corporation Name PERA BOCA ELEVEN, INC.

Principal Place of Business 101 CALIFORNIA ST 26TH FLOOR SAN FRANCISCO CA 94111-853 US

Mailing Address 101 CALIFORNIA ST 26TH FLOOR SAN FRANCISCO CA 94111-853 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 02/06/1995

4. FEI Number 84-1249343 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 the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

23 City & State

27 City & State

24 Zip 25 Country

28 Zip 29 Country 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

P HAUER, SUZANNE M 101 CALIFORNIA ST, 26TH FLOOR SAN FRANCISCO CA 94111-5853

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP

V EGAN, GERALD E 875 N MICHIGAN AVE, 41ST FLOOR CHICAGO IL 60611-1901

2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP

ST FERKULL, PAULA M 875 N MICHIGAN AVE, 41ST FLOOR CHICAGO IL 60611-1901

3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP

V COOK, ROEBRT J 875 N MICHIGAN AVE, 41ST FLOOR CHICAGO IL 60611-1901

4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP

V LEITNER, CHARLES B III 875 N MICHIGAN AVE, 41ST FLOOR CHICAGO IL 60611-1901

5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP

V GONZALEZ, TIMOTHY K 101 CALIFORNIA ST 26TH FLOOR SAN FRANCISCO CA 94111-5853

6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 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: Paula M. Ferkull, Treasurer/Secretary

1/6/99

(312) 266-9300

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034

CR2E034 (11/98)