

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 # F97000001350 (4)  
 1. Corporation Name

PRO FUND OF ILLINOIS, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 10 SOUTH LA SALLE ST., STE. 3300 CHICAGO IL 60603-1002  
 Mailing Address: 10 SOUTH LA SALLE ST., STE. 3300 CHICAGO IL 60603-1002  
*cto George Hamman*

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-sections for Suite, City & State, Zip, and Country.

3. Date Incorporated or Qualified: 03/17/1997  
 4. FEI Number: 36-3466822  
 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

9. Name and Address of Current Registered Agent  
 GUSTAFSON, JOEL K ESQ.  
 1 E. BROWARD BLVD., #1300  
 FT. LAUDERDALE FL 33301

10. Name and Address of New Registered Agent (81-85)  
 81 Name  
 82 Street Address (P.O. Box Number is Not Acceptable)  
 83  
 84 City  
 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  
 CPT MARKOFF, MICKEY  
 200 E. BROWARD BLVD. #1135  
 FT. LAUDERDALE FL 33301  
 S HAMMAN, GEORGE  
 10 SOUTH LA SALLE, STE. 3300  
 CHICAGO IL 60603-1002

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12  
 1.1 TITLE  
 1.2 NAME  
 1.3 STREET ADDRESS  
 1.4 CITY-ST-ZIP  
 2.1 TITLE  
 2.2 NAME  
 2.3 STREET ADDRESS  
 2.4 CITY-ST-ZIP  
 3.1 TITLE  
 3.2 NAME  
 3.3 STREET ADDRESS  
 3.4 CITY-ST-ZIP  
 4.1 TITLE  
 4.2 NAME  
 4.3 STREET ADDRESS  
 4.4 CITY-ST-ZIP  
 5.1 TITLE  
 5.2 NAME  
 5.3 STREET ADDRESS  
 5.4 CITY-ST-ZIP  
 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 in an attachment to this address.

CR2E034 (5/98)