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Feb 06, 1999 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1999



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

02-06-1999 90001 032 ***150.00

DOCUMENT # F97000001350

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 C/O GEORGE HAMMAN CHICAGO IL 60603-1002 US

3. Date Incorporated or Qualified: 03/17/1997
4. FEI Number: 36-3466822 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 (21-24) and 2a. Mailing Address (25-30) fields with sub-headers for Suite, City & State, Zip, and Country.

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) fields for Name, Street Address, City, and 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] DATE: [] (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS (DELETE) table with columns for TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP. Includes CPT MARKOFF, MICKEY and S HAMMAN, GEORGE.

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 (CHANGE/ADDITION) table with columns for 1.1-1.4 and 2.1-2.4, 3.1-3.4, 4.1-4.4, 5.1-5.4, 6.1-6.4.

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: [Signature] SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: [] DATE: 1/5/99 DAYTIME PHONE #: 954/673555

CR2E034 (11/98)