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**Apr 08 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 # F97000001656 (4)

1. Corporation Name
B-LINE SYSTEMS, INC.

Principal Place of Business
**3050 SPRUCE ST.
ST. LOUIS MO 63103**

Mailing Address
**3050 SPRUCE ST.
ST. LOUIS MO 63103**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

21. Suite, Apt. #, etc.

26. Suite, Apt. #, etc.

22. City & State

27. City & State

23. Zip Country

28. Zip Country

24. 25. 29. 30.

3. Date Incorporated or Qualified
04/01/1997

4. FEI Number
37-1364402

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

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

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	CORI, CARL T	
STREET ADDRESS	3050 SPRUCE ST.	
CITY-ST-ZIP	ST. LOUIS MO 63103	
TITLE	P	<input type="checkbox"/> DELETE
NAME	HARVEY, DAVID R	
STREET ADDRESS	3050 SPRUCE ST.	
CITY-ST-ZIP	ST. LOUIS MO 63103	
TITLE	T	<input type="checkbox"/> DELETE
NAME	GLEICH, PETER A	
STREET ADDRESS	3050 SPRUCE ST.	
CITY-ST-ZIP	ST. LOUIS MO 63103	
TITLE	S	<input type="checkbox"/> DELETE
NAME	KASKOWITZ, JEROME I	
STREET ADDRESS	3050 SPRUCE ST.	
CITY-ST-ZIP	ST. LOUIS MO 63103	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	RICHTER, KIRK A	
STREET ADDRESS	3050 SPRUCE ST.	
CITY-ST-ZIP	ST. LOUIS MO 63103	
TITLE	V	<input type="checkbox"/> DELETE
NAME	WORLEY, FLOYD	
STREET ADDRESS	3050 SPRUCE ST.	
CITY-ST-ZIP	ST. LOUIS MO 63103	

4/3

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	President / COO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Thomas E. Briggs	
1.3 STREET ADDRESS	502 West Monroe	
1.4 CITY-ST-ZIP	Highland, IL 62249	
2.1 TITLE	Director	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Controller	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	John Goldschmidt	
3.3 STREET ADDRESS	502 West main	
3.4 CITY-ST-ZIP	Highland, IL 62249	
4.1 TITLE	Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	William C. Corray	
4.3 STREET ADDRESS	502 West main	
4.4 CITY-ST-ZIP	Highland, IL 62275	
5.1 TITLE	800002483840	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS	-04/09/98-01033-016	
5.4 CITY-ST-ZIP	***150.00	
6.1 TITLE	Chairman / CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS	502 West Monroe	
6.4 CITY-ST-ZIP	Highland, IL 62249	

PE 4.8

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 *John Goldschmidt* **John Goldschmidt** 3-27-98 (618)654-2184

CR2E034 (10/97)