

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
 Jul 22 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 # F97000001719 (0)
 1. Corporation Name
 FRANKLIN OF MIAMI, INC.



Principal Place of Business
 417 N. DEE RD
 PARK RIDGE IL 60068

Mailing Address
 417 N. DEE RD
 PARK RIDGE IL 60068

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 2310 NW 102 PLACE
 Suite, Apt. #, etc.
 22 City & State
 23
 Zip Country
 24 25

2a. Mailing Address
 26
 Suite, Apt. #, etc.
 27 City & State
 28
 Zip Country
 29 30

3. Date Incorporated or Qualified
 04/03/1997

4. FEI Number
 36-3669707
 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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
 BEINER & NUSSBAUM, P.A.
 NATIONS BANK BUILDING
 2000 GLADES RD., STE 110
 BOCA RATON FL 33431-8504

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BENSON, ALBERT	1.2 NAME	
STREET ADDRESS	417 N DEE RD	1.3 STREET ADDRESS	
CITY-ST-ZIP	PARK RIDGE IL	1.4 CITY-ST-ZIP	
TITLE	VSD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GONKA, RONALD	2.2 NAME	
STREET ADDRESS	417 N DEE RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	PARK RIDGE IL	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

SIGNATURE: _____ DATE: 7/9/98

CR2E034 (5/98)