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May 10, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F97000001719

1. Corporation Name
FRANKLIN OF MIAMI, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 2310 NW 102ND PLACE, PARK RIDGE IL 60068 US
Mailing Address: 417 N. DEE RD, PARK RIDGE IL 60068

3. Date Incorporated or Qualified: 04/03/1997
4. FEI Number: 36-3669707
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 Suite, Apt. #, etc. 22 MIAMI, FL 23 City & State 24 33172 25 Zip
2a. Mailing Address: 26 Suite, Apt. #, etc. 27 28 City & State 29 30 Country

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, 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] DATE: 4/8/99

12. OFFICERS AND DIRECTORS: PCD BENSON, ALBERT, 417 N DEE RD, PARK RIDGE IL; VSD GONKA, RONALD, 417 N DEE RD, PARK RIDGE IL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12: BENZION, ALBERT

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: X [Signature] REQUIRED DATE: 4/8/99 305 470-8530

CR2E034 (11/98)