


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAY 10 AM 11:51

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company DOCUMENT # M98000000358 THE MARTIN-BROWER ACQUISITION COMPANY, L.I.C. 225 EAST DEERPATH, SUITE 270 LAKE FOREST IL 60045

1a. Principal Place of Business Address 225 EAST DEERPATH, SUITE 270 LAKE FOREST IL 60045

2. Principal Place of Business 333 E. BUTTERFIELD RD. Suite, Apt. #, etc. SUITE 500 City & State LOMBARD, IL Zip 60148-5641	2a. Mailing Address 333 E. BUTTERFIELD RD. Suite, Apt. #, etc. SUITE 500 City & State LOMBARD, IL Zip 60148-5641
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3. Date Organized or Qualified 04/15/1998	3a. State of Formation DE
4. FEI Number 36 4221605 APPLIED FOR	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324

8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code <i>MtH</i>
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9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent Signature required when changing agent)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	REYES HOLDINGS, INC. MANAGER: (SOLE MANAGER) MARTIN-BROWER MANAGEMENT CORPORATION	225 EAST DEERPATH, SUITE 270 333 E. BUTTERFIELD ROAD SUITE 500	LAKE FOREST IL LOMBARD, IL 60148-5641

11. I do 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 is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: *Barry Landon* ASS. SECRETARY 4/7/99 630/271-8426
SIGNATURE AND TITLE OF PREPARED BY: OFFICER, MANAGER, SECRETARY OR MEMBER