

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Mar 16, 1999 8:00 am
Secretary of State

03-16-1999 90061 040 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P02590

1. Corporation Name
BESCO GRAPHIC SYSTEMS CORP.



Principal Place of Business Mailing Address
5634 SOUTH 122ND EAST AVE., SUITE F TULSA OK 74146

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/03/1984

4. FEI Number **06-1096536** 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 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

9. Name and Address of Current Registered Agent

UNITED STATES CORPORATION COMPANY
110 NORTH MAGNOLIA STREET
TALLAHASSEE FL 32301

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	PD	<input type="checkbox"/> DELETE
NAME	TROPP, LAWRENCE	
STREET ADDRESS	722 CHILTON	
CITY-ST-ZIP	WILMETTE IL 60091	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	TROPP, DANIEL Z.	
STREET ADDRESS	950 N MICHIGAN AVE.	
CITY-ST-ZIP	CHICAGO IL	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	COLLINS, DONNA	
STREET ADDRESS	5634 S. 122ND E. AVE STE F	
CITY-ST-ZIP	TULSA OK 14	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	SEE ATTACHED SCHEDULE
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, with all other like empowered.

SIGNATURE: Donna Collins 2/24/99 918-252-5570

CR2E034 (1/98)

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BESCO GRAPHIC SYSTEMS CORP.

DIRECTORY OF OFFICERS AND DIRECTORS
DECEMBER, 1998

Directors

Daniel Z. Tropp, Chairman & CFO
Lawrence B. Tropp, President & CEO
David S. Tropp, Secretary
Scott Hodes, Director

35 E. Wacker Dr., Suite 3500
35 E. Wacker Dr., Suite 3500
35 E. Wacker Dr., Suite 3500
150 N. Michigan Ave.

Chicago, IL 60601
Chicago, IL 60601
Chicago, IL 60601
Chicago, IL 60601

Officers

Daniel J. Guerrieri, Exec. Vice President
James P. Penney, Exec. Vice President
James P. "Pete" Walsh, Jr., Exec. Vice Pres.

35 E. Wacker Dr., Suite 3500
4333 Cambridge Road
17 McCullough Drive

Chicago, IL 60601
Ft. Worth, TX 76155
New Castle, DE 19720

Wayne Brady, Vice President
Steve Carmichael, Vice President
Gil Carrillo, Vice President
Donna M. Collins, Vice President/Controller
Fred Doyle, Asst. Vice President
Debbie-Miller-Galonsky, Vice President
Darrell Morrison, Vice President
Deborah Morse, Vice President
Dee Morse, Vice President
Larry Reger, Vice President
Ray Rivard, Vice President
Raymond Schodtler, Vice President
Ron Stone, Vice President
William Rotsaert, Vice President
James "Jamie" P. Walsh, III, Vice President
Robert York, Vice President

32275 Mally Drive
1815 Vista Del Oro
1602 N. Panam Expwy.
5634 So. 122nd E. Ave., Suite F
5634 So. 122nd E. Ave., Suite F
17 McCullough Drive
5634 So. 122nd E. Ave., Suite F
35 E. Wacker Dr., Suite 3500
35 E. Wacker Dr., Suite 3500
1933-45 Elm Tree Drive
90 Andrew Street
5709 John's Road, Suite 1202
4333 Cambridge Road
10055 Sweet Valley Drive
5750 230th Street East
95 Chastain Rd N.W., Suite 202

Madison Heights, MI
Fullerton, CA 92831
San Antonio, TX 78208
Tulsa, OK 74146
Tulsa, OK 74146
New Castle, DE 19720
Tulsa, Ok. 74146
Chicago, IL 60601
Chicago, IL 60601
Nashville, TN 37210
Springfield, MA 01109
Tampa, FL 33634
Ft. Worth, TX 76155
Valley View, OH 44125
Elko, MN. 55020
Keenesaw, GA 30144