

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

FILED
May 07 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P27105 (6)

1. Corporation Name
BAXTER SYSTEMS INC.



Principal Place of Business P.O. BOX 703-SIT DEERFIELD IL 60015-7703	Mailing Address P.O. BOX 703-SIT DEERFIELD IL 60015-7703
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 12/01/1989		4. FEI Number 36-3674246		Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees			
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No				

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. 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	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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VP <input type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STAUBITZ, ARTHUR F	12 NAME	
STREET ADDRESS	232 DEERFIELD RD	13 STREET ADDRESS	
CITY-ST-ZIP	DEERFIELD IL	14 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JONAS, DAVID N.	22 NAME	
STREET ADDRESS	1050 ELM RIDGE DR.	23 STREET ADDRESS	
CITY-ST-ZIP	GLENCOE IL	24 CITY-ST-ZIP	
TITLE	P <input type="checkbox"/> DELETE	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GAITHER, JOHN F JR.	32 NAME	
STREET ADDRESS	TWO EXMOOR LANE	33 STREET ADDRESS	
CITY-ST-ZIP	LINCOLNSHIRE IL	34 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAMRON, LAWRENCE D	42 NAME	
STREET ADDRESS	2524 N. BURLING	43 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	44 CITY-ST-ZIP	
TITLE	AT <input checked="" type="checkbox"/> DELETE	51 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHANDOR, IVAN	52 NAME	AT Dennis Owczarski
STREET ADDRESS	11 GREEN BAY ROAD	53 STREET ADDRESS	One Baxter Parkway
CITY-ST-ZIP	LAKE BLUFF IL	54 CITY-ST-ZIP	Deerfield IL 60015
TITLE	AS <input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FITZSIMMONS, PATRICK	62 NAME	
STREET ADDRESS	534 W BELMONT	63 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	64 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: *[Signature]* **DENNIS R. OWCZARSKI** 4/16/98
 ASSISTANT TREASURER

CR2E034 (10/97)