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**May 15 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P94000025440 (6)

1. Corporation Name
PEBBLE CREEK UTILITIES, INC.



Principal Place of Business
**200 WEATHERSFIELD AVENUE
ALTAMONTE SPRINGS FL 32714**

Mailing Address
**2355 SNADERS RD
NORTHBROOK IL 60062-6108
US**

3. Date Incorporated or Qualified 04/04/1994	3a. Date of Last Report 04/23/1996
4. FEI Number 36-3980286	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Country 25	Zip 29
Country 25	Country 30

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

11. Pursuant to the provisions of Sections 607.0509 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 CD	<input checked="" type="checkbox"/> DELETE
NAME OWENS, PERRY B	
STREET ADDRESS 2355 SNADERS RD	
CITY-ST-ZIP NORTHBROOK IL	
TITLE VS	<input type="checkbox"/> DELETE
NAME DEMAREE, DAVID H	
STREET ADDRESS 2355 SANDERS RD	
CITY-ST-ZIP NORTHBROOK IL	
TITLE VDT	<input checked="" type="checkbox"/> DELETE
NAME O'BRIEN, PATRICK J	
STREET ADDRESS 2355 SANDERS RD	
CITY-ST-ZIP NORTHBROOK IL	
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 Chairman & CEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME James L. Camaren	
1.3 STREET ADDRESS 2335 Sanders Road	
1.4 CITY-ST-ZIP Northbrook, IL 60062	
2.1 TITLE President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME Lawrence N. Schumacher	
2.3 STREET ADDRESS 2335 Sanders Road	
2.4 CITY-ST-ZIP Northbrook, IL 60062	
3.1 TITLE Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME Carl J. Wenz	
3.3 STREET ADDRESS 2335 Sanders Road	
3.4 CITY-ST-ZIP Northbrook, IL 60062	
4.1 TITLE Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME Andrew N. Dopuch	
4.3 STREET ADDRESS 2335 Sanders Road	
4.4 CITY-ST-ZIP Northbrook, IL 60062	
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 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 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Lawrence N. Schumacher - President

2/14/97 847 498 6446

CR2E034 (9/96)