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**Feb 04 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 # P95000044847 (8)

1. Corporation Name
BUSINESS ENTERPRISE OF PINELLAS, INC.



Principal Place of Business: **53 WEST JACKSON BLVD., SUITE 530 CHICAGO IL 60604**
Mailing Address: **53 WEST JACKSON BLVD., SUITE 530 CHICAGO IL 60604-3608**

3. Date Incorporated or Qualified 06/09/1995	3a. Date of Last Report 01/26/1996
4. FEI Number 36-4040419	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> 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. Zip	29. Zip
25. Country	30. Country

9. Name and Address of Current Registered Agent
**CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525**

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

TITLE	P	<input type="checkbox"/> DELETE
NAME	DE PEYSTER, ASHTON	
STREET ADDRESS	223 ATLANTIC AVE.	
CITY - ST - ZIP	PALM BEACH FL 33480	
TITLE	VPD	<input type="checkbox"/> DELETE
NAME	BEIDLER, FRANCIS III	
STREET ADDRESS	53 WEST JACKSON BLVD., SUITE 530	
CITY - ST - ZIP	CHICAGO IL 60604	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	TISDAHL, ELIZABETH B	
STREET ADDRESS	53 WEST JACKSON BLVD., SUITE 530	
CITY - ST - ZIP	CHICAGO IL 60604	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SIKLOSSY, ELINOR B	
STREET ADDRESS	53 WEST JACKSON BLVD., SUITE 530	
CITY - ST - ZIP	CHICAGO IL 60604	
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	
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 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: *Francis Beidler III* 1/28/97 318/928-3792
FRANCIS BEIDLER III PRESIDENT/DIRECTOR Date Daytime Phone #

CR2E034 (9/96)