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FILED
May 16 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 # P31217 (3)

1. Corporation Name
ALBERTO-CULVER USA, INC.



Principal Place of Business
**2525 ARMITAGE AVENUE
 MELROSE PARK IL 60160**

Mailing Address
**2525 ARMITAGE AVENUE
 MELROSE PARK IL 60160-1125**

| | | | |
|--|--|--|--|
| 3. Date Incorporated or Qualified 10/05/1990 | | 3a. Date of Last Report 05/01/1996 | |
| 4. FEI Number 36-3664158 | | Applied For 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 type="checkbox"/> No | | | |

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 Zip 25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 Zip 30 Country

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH 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 **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's signature required when reinstating) _____ DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---------------------------|---|--|
| TITLE | CD | 1,1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LAVIN, LEONARD H. | 1,2 NAME | |
| STREET ADDRESS | 2525 ARMITAGE AVE. | 1,3 STREET ADDRESS | |
| CITY-ST-ZIP | MELROSE PARK IL | 1,4 CITY-ST-ZIP | |
| TITLE | D | 2,1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BERNICK, HOWARD B. | 2,2 NAME | |
| STREET ADDRESS | 2525 ARMITAGE AVE. | 2,3 STREET ADDRESS | |
| CITY-ST-ZIP | MELROSE PARK IL | 2,4 CITY-ST-ZIP | |
| TITLE | VST | 3,1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LAVIN, BERNICE E. | 3,2 NAME | |
| STREET ADDRESS | 2525 ARMITAGE AVE. | 3,3 STREET ADDRESS | |
| CITY-ST-ZIP | MELROSE PARK IL | 3,4 CITY-ST-ZIP | |
| TITLE | D | 4,1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LAVIN, BERNICE E. | 4,2 NAME | |
| STREET ADDRESS | 2525 ARMITAGE AVE. | 4,3 STREET ADDRESS | |
| CITY-ST-ZIP | MELROSE PARK IL | 4,4 CITY-ST-ZIP | |
| TITLE | VAS | 5,1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BERNICK, CAROL L. | 5,2 NAME | |
| STREET ADDRESS | 2525 ARMITAGE AVE. | 5,3 STREET ADDRESS | |
| CITY-ST-ZIP | MELROSE PARK IL | 5,4 CITY-ST-ZIP | |
| TITLE | | 6,1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6,2 NAME | |
| STREET ADDRESS | | 6,3 STREET ADDRESS | |
| CITY-ST-ZIP | | 6,4 CITY-ST-ZIP | |

**VST D
 LAVIN, BERNICE E.
 2525 ARMITAGE AVE.
 MELROSE PARK, IL**

**PRESIDENT
 BERNICK, CAROL L.
 2525 ARMITAGE AVE
 MELROSE PARK IL 60160
 SEE ATTACHED FOR
 ADDITIONAL OFFICERS AND
 DIRECTORS**

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 _____

CR2E034 (9/96)

ALBERTO-CULVER U.S.A., INC.
FEIN: 36-3664158
STATE OF FLORIDA

LIST OF OFFICERS AND DIRECTORS

OFFICERS OF ALBERTO-CULVER USA, INC.

| NAME | TITLE |
|----------------------|---|
| Carol L. Bernick | President |
| David D. DeTomaso | Senior Vice President, Professional Domestic Division |
| Bernice E. Lavin | Vice President, Secretary - Treasurer |
| John Boone | Group Vice President, Consumer Products |
| Anthony J. Borgese | Vice President, Sales, Toiletries Division |
| Andrew C. Langert | Vice President, Finance |
| James J. Chickarello | Vice President, Manufacturing and Engineering |
| Kristin Muntean | Vice President, General Mgr, Household/Grocery Div. |
| Janice J. Miller | Vice President, Market Research |
| Raymond A. Maslanka | Vice President, Operations |
| Doug Meneely | Vice President, Human Resources |
| Richard N. Paulsen | Vice President, Information Services |
| Daniel B. Stone | Vice President, Communications |
| Michael J. Stangel | Vice President, Professional Division |

BOARD OF DIRECTORS OF ALBERTO-CULVER U.S.A., INC.

| | |
|-------------------|--|
| Leonard H. Lavin | |
| Bernice E. Lavin | |
| Howard B. Bernick | |

THE BUSINESS ADDRESS FOR ALL OF THE ABOVE OFFICERS AND DIRECTORS IS:

2525 Armitage Avenue, Melrose Park, IL 60160