

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

FILED
May 11 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 # 300863 (8)
1. Corporation Name
RICHMOND FINANCIAL, INC.



Principal Place of Business 1005 W. BUSCH BLVD. SUITE #209 TAMPA FL 33612	Mailing Address 1425 TRI STATE PARKWAY SUITE 140 GURNEE IL 60031 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 01/13/1966		4. FEI Number 36-2587341 Applied For Not Applicable	
25		28		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	
29		30		7. 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 SAFFOLD, RANDY 1005 E. BUSH BLVD. #209 TAMPA FL 33612				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			
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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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	DP	WONDERLIC, CHARLES F	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	Director - Secretary/Treasurer	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				1.2 NAME	Susan L. Dubs		
STREET ADDRESS		1425 TRI STATE PKWY SUITE 140		1.3 STREET ADDRESS	10910 Main St.		
CITY - ST - ZIP		GURNEE IL		1.4 CITY - ST - ZIP	Richmond IL 60071		
TITLE	SVP	JOHNSON, CRAIG	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	Director - President	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				2.2 NAME	John B. Beckwith		
STREET ADDRESS		10910 MAIN ST		2.3 STREET ADDRESS	10708 W. Janesville Rd.		
CITY - ST - ZIP		RICHMOND IL		2.4 CITY - ST - ZIP	Hales Corners WI 53130		
TITLE	S	CLOUTS, WINFRED L	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	Director	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				3.2 NAME	Michael J. Falbo		
STREET ADDRESS		1425 TRI STATE PKWY SUITE 140		3.3 STREET ADDRESS	10708 W. Janesville Rd.		
CITY - ST - ZIP		GURNEE IL		3.4 CITY - ST - ZIP	Hales Corners WI 53130		
TITLE	VPAS	TORRES, MELIDA	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	Director	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				4.2 NAME	Daniel L. Westrope		
STREET ADDRESS		1425 TRI STATE PKWY SUITE 140		4.3 STREET ADDRESS	10910 Main St.		
CITY - ST - ZIP		GURNEE IL		4.4 CITY - ST - ZIP	Richmond IL 60071		
TITLE	SVP - Director	DUNHAM, GARY R	<input type="checkbox"/> DELETE Change	5.1 TITLE	Investment Officer	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				5.2 NAME	Beverly Luther		
STREET ADDRESS		10910 MAIN ST.		5.3 STREET ADDRESS	7020 N. Port Washington Rd.		
CITY - ST - ZIP		RICHMOND IL		5.4 CITY - ST - ZIP	Glendale WI 53217		
TITLE			<input type="checkbox"/> DELETE	6.1 TITLE	Investment Officer	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				6.2 NAME	Linda Greenfield		
STREET ADDRESS				6.3 STREET ADDRESS	10708 W. Janesville Rd.		
CITY - ST - ZIP				6.4 CITY - ST - ZIP	Hales Corners WI 53130		

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]

4/29/98

CR2E034 (10/97)