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FILED
Jan 23 1998 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1998



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

DOCUMENT # 800993 (8)

1. Corporation Name
MIAMI CORPORATION



Principal Place of Business: C/O WALTER S CARR, 410 N MICHIGAN AVE, CHICAGO ILL 60611
 Mailing Address: C/O WALTER S CARR, 410 N MICHIGAN AVE, CHICAGO ILL 60611

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **11/15/1917**

4. FEI Number: **36-1472840** Applied For: Not Applicable

5. Certificate of Status Desired: **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: **\$5.00** May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

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

9. Name and Address of Current Registered Agent
BENNETT BARBARA K
95 MERRICK WAY, STE 535
CORAL GABLES FL 33134

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 signature required when reinstating) DATE: _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|------------------------------------|---|--|
| TITLE | AT <input type="checkbox"/> DELETE | 1.1 TITLE | D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | MATES, DAVID E. | 1.2 NAME | Brooker, T. Kimball |
| STREET ADDRESS | 410 N MICHIGAN AVE | 1.3 STREET ADDRESS | 410 N. Michigan Avenue, Room 590 |
| CITY-ST-ZIP | CHICAGO IL | 1.4 CITY-ST-ZIP | Chicago, Illinois 60611 |
| TITLE | D <input type="checkbox"/> DELETE | 2.1 TITLE | V/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | BURNAP, CANDIDA D | 2.2 NAME | Campbell, Marion D. |
| STREET ADDRESS | 410 NO MICHIGAN AVE | 2.3 STREET ADDRESS | 410 N. Michigan Avenue, Room 590 |
| CITY-ST-ZIP | CHICAGO, IL 0 | 2.4 CITY-ST-ZIP | Chicago, Illinois 60611 |
| TITLE | D <input type="checkbox"/> DELETE | 3.1 TITLE | V/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | O'NEIL, ABBY | 3.2 NAME | McCormick, Brooks |
| STREET ADDRESS | 410 NO MICHIGAN AVE | 3.3 STREET ADDRESS | 410 N. Michigan Avenue, Room 590 |
| CITY-ST-ZIP | CHICAGO, IL 0 | 3.4 CITY-ST-ZIP | Chicago, Illinois 60611 |
| TITLE | D <input type="checkbox"/> DELETE | 4.1 TITLE | V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | DANIELSON, BARBARA S | 4.2 NAME | Friedrichs, Michael R. |
| STREET ADDRESS | 410 N MICHIGAN AVE, RM 590 | 4.3 STREET ADDRESS | 410 N. Michigan Avenue, Room 590 |
| CITY-ST-ZIP | CHICAGO IL | 4.4 CITY-ST-ZIP | Chicago, Illinois 60611 |
| TITLE | PD <input type="checkbox"/> DELETE | 5.1 TITLE | V/S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | SCHROEDER, CHARLES W. | 5.2 NAME | Carr, Walter S. |
| STREET ADDRESS | 410 NO MICHIGAN AVE | 5.3 STREET ADDRESS | 410 N. Michigan Avenue, Room 590 |
| CITY-ST-ZIP | CHICAGO, IL 0 | 5.4 CITY-ST-ZIP | Chicago, Illinois 60611 |
| TITLE | T <input type="checkbox"/> DELETE | 6.1 TITLE | V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | HOGAN, RICHARD F | 6.2 NAME | Whitesides, Lawson E. |
| STREET ADDRESS | 410 NO MICHIGAN AVE | 6.3 STREET ADDRESS | 410 N. Michigan Avenue, Room 590 |
| CITY-ST-ZIP | CHICAGO, IL 0 | 6.4 CITY-ST-ZIP | Chicago, Illinois 60611 |

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), 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: *Sandra B. Mortham* 1/13/98 (312) 644-6720

CR2E034 (10/97)

MIAMI CORPORATION
ROOM 590
410 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60611-4252
(312) 644-6720

CERTIFIED LETTER
RETURN RECEIPT REQUESTED

January 13, 1998

Division of Corporations
Annual Reports
P. O. Box 1500
Tallahassee, Florida 32302-1500

Gentlemen:

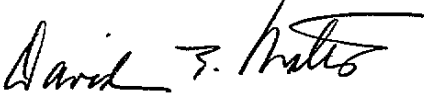
Re: Miami Corporation
Florida Reference No. 800993-8

We enclose for filing in your office the 1998
Corporation Annual Report.

Also enclosed is our check for \$150.00 to cover
the filing fee.

Yours very truly,

MIAMI CORPORATION


David E. Mates
Assistant Treasurer

DEM:dv
Enclosures

MIAMI CORPORATION
CORPORATION ANNUAL REPORT - 1998

13. Additions/changes to Officers and Directors in 12

| | <u>Names</u> | <u>Title</u> | <u>Street Address</u> |
|-----|------------------------|--------------|---|
| 1. | Wogan, Gordon L. | V | 410 N. Michigan Ave., Chicago, IL 60611 |
| 2. | McCormick, Charlotte | D | " " |
| 3. | Seitz III, Charles E. | D | " " |
| 4. | Strachan, Richard | D | " " |
| 5. | Strachan, Stephen M. | D | " " |
| 6. | Tennille, Jocelyn D. | D | " " |
| 7. | Trapp, James M. | D | " " |
| 8. | Coventry, Jan F. | AT | " " |
| 9. | Goering, Barbra | AS | " " |
| 10. | Gagliardi, Patricia A. | AT | " " |
| 11. | Stanley J. Giebs | AT | " " |