

ND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
T DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
Jul 29 1997 8:00am
Secretary of State

DOCUMENT # 807970 (9)

1. Corporation Name
TOPCO ASSOCIATES INC. (COOPERATIVE)

Principal Place of Business Mailing Address
7711 GROSS POINT RD 7711 GROSS POINT RD
SKOKIE ILLINOIS 60077 SKOKIE ILLINOIS 60077

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21	26	08/20/1949	07/09/1996
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number	Applied For
22	27	36-2025892	Not Applicable
City & State	City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23	28	<input type="checkbox"/>	
Zip	Country	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24	25	<input type="checkbox"/>	
29	30	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. 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
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

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	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUBOW, STEVE	1.2 NAME	
STREET ADDRESS	7711 GROSS POINT RD	1.3 STREET ADDRESS	
CITY-ST-ZIP	SKOKIE IL	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LAUER, STEVE	2.2 NAME	
STREET ADDRESS	7711 GROSS POINT RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	SKOKIE IL	2.4 CITY-ST-ZIP	
TITLE	VP	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MAYES, FRANK	3.2 NAME	
STREET ADDRESS	7711 GROSS POINT ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	SKOKIE IL	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZRECNY, JACK	4.2 NAME	
STREET ADDRESS	7711 GROSS POINT RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	SKOKIE IL	4.4 CITY-ST-ZIP	
TITLE	VP	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MAZUR, DAN	5.2 NAME	
STREET ADDRESS	7711 GROSS POINT ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	SKOKIE IL	5.4 CITY-ST-ZIP	
TITLE	VP	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FICKS, RONALD	6.2 NAME	
STREET ADDRESS	7711 GROSS POINT ROAD	6.3 STREET ADDRESS	
CITY-ST-ZIP	SKOKIE IL	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:

STEVE RUBOW VP 7-21-97

CR2E034 (4/97)



TOPCO ASSOCIATES, INC. • 7711 GROSS POINT ROAD • SKOKIE, IL 60077-2697 • 847 676-3030 • FAX 847 676-4949

TOPCO CORPORATE OFFICERS

<u>OFFICER</u>	<u>POSITION</u>	<u>ADDRESS</u>
Steven Rubow	President, CEO	7711 Gross Point Rd. Skokie, IL 60077
Steven Lauer	Executive Vice- President CAO/Asst. Secretary	"
Dan Mazur	Senior Vice-President	"
E. Russel Wolfe	Senior Vice-President	"
Ronald Ficks	Vice-President	"
James Wisner	Vice-President	"
Jon Fruh	Vice-President	"
Ken Guy	Vice-President	"
Jay Zwart	Vice-President	"
Ian Grossman	Vice-President	"
Fred Tsuchihara	Vice-President	3330 W. Mineral King Visalia, CA 93291