


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

FILED

Mar 02 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 # 807970 (9)
1. Corporation Name
TOPCO ASSOCIATES INC. (COOPERATIVE)

Principal Place of Business
7711 GROSS POINT RD
SKOKIE ILLINOIS 60077

Mailing Address
7711 GROSS POINT RD
SKOKIE ILLINOIS 60077

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 08/20/1949	
4. FEI Number 36-2025892	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input 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	28	Country
24	Country	29	Zip
25		30	

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	
TITLE	P <input type="checkbox"/> DELETE
NAME	RUBOW, STEVE
STREET ADDRESS	7711 GROSS POINT RD
CITY-ST-ZIP	SKOKIE IL
TITLE	VP <input type="checkbox"/> DELETE
NAME	LAUER, STEVE
STREET ADDRESS	7711 GROSS POINT RD
CITY-ST-ZIP	SKOKIE IL
TITLE	VP <input type="checkbox"/> DELETE
NAME	FRUH, JON
STREET ADDRESS	7711 GROSS POINT RD
CITY-ST-ZIP	SKOKIE IL
TITLE	VP <input type="checkbox"/> DELETE
NAME	GUY, KEN
STREET ADDRESS	7711 GROSS POINT RD
CITY-ST-ZIP	SKOKIE IL
TITLE	VP <input type="checkbox"/> DELETE
NAME	MAZUR, DAN
STREET ADDRESS	7711 GROSS POINT ROAD
CITY-ST-ZIP	SKOKIE IL
TITLE	VP <input type="checkbox"/> DELETE
NAME	FICKS, RONALD
STREET ADDRESS	7711 GROSS POINT ROAD
CITY-ST-ZIP	SKOKIE IL

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 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:

Steven D. Fain Exec. VP 2-23-98

CR2E034 (10/97)



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	"
Jon Fruh	Vice-President	"
Ken Guy	Vice-President	"
Jay Zwart	Vice-President	"
Ian Grossman	Vice-President	"
Fred Tsuhara	Vice-President	3330 W. Mineral King Visalia, CA 93291