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Apr 08 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **818435** (0)

1. Corporation Name  
**I M C CORPORATION**

Principal Place of Business <b>ONE NELSON C WHITE PKWY</b> <b>ATTN: TAX DEPARTMENT</b> <b>MUNDELEIN IL 60060</b> <b>US</b>	Mailing Address <b>ONE NELSON C WHITE PKWY</b> <b>ATTN: TAX DEPARTMENT</b> <b>MUNDELEIN IL 60060-9528</b> <b>US</b>
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<b>2. Principal Place of Business</b> <b>21 2345 Waukegan Road</b> Suite, Apt. #, etc. <b>22 Suite 200E</b> City & State <b>23 Bannockburn, IL</b> Zip Country <b>24 60015-5516 25 US</b>	<b>2a. Mailing Address</b> <b>26 2345 Waukegan Road</b> Suite, Apt. #, etc. <b>27 Suite 200E, Tax Dept</b> City & State <b>28 Bannockburn, IL</b> Zip Country <b>29 60015-5516 30 US</b>
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<b>3. Date Incorporated or Qualified</b> <b>01/18/1965</b>	<b>3a. Date of Last Report</b> <b>04/30/1996</b>
<b>4. FEI Number</b> <b>36-2559384</b>	Applied For <input type="checkbox"/> Not Applicable
<b>5. Certificate of Status Desired</b> <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
<b>6. Election Campaign Financing Trust Fund Contribution</b> <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
<b>8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes</b> <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**

<b>81</b> Name
<b>82</b> Street Address (P.O. Box Number is Not Acceptable)
<b>83</b>
<b>84</b> City <b>FL</b> <b>85</b> 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 type and print name of registered agent and, if applicable, (NOTE: Registered Agent signature required when reinstating) DATE

**12. OFFICERS AND DIRECTORS**

<b>TITLE</b> <b>PD</b>	<input type="checkbox"/> DELETE
<b>NAME</b> <b>SMITH, BRIAN J.</b>	
<b>STREET ADDRESS</b> <b>2100 SNADERS ROAD</b>	
<b>CITY-ST-ZIP</b> <b>NORTHBROOK, IL 0</b>	
<b>TITLE</b> <b>VSD</b>	<input type="checkbox"/> DELETE
<b>NAME</b> <b>SMITH, MARSHALL I</b>	
<b>STREET ADDRESS</b> <b>2100 SANDERS RD</b>	
<b>CITY-ST-ZIP</b> <b>NORTHBROOK IL</b>	
<b>TITLE</b> <b>VPT</b>	<input checked="" type="checkbox"/> DELETE
<b>NAME</b> <b>HONG, PETER</b>	
<b>STREET ADDRESS</b> <b>2100 SANDERS RD</b>	
<b>CITY-ST-ZIP</b> <b>NORTHBROOK IL</b>	
<b>TITLE</b> <b>D</b>	<input type="checkbox"/> DELETE
<b>NAME</b> <b>SPILLONE JR., LOUIS</b>	
<b>STREET ADDRESS</b> <b>ONE NELSON C WHITE PKWY</b>	
<b>CITY-ST-ZIP</b> <b>MUNDELEIN IL</b>	
<b>TITLE</b> 	<input type="checkbox"/> DELETE
<b>NAME</b> 	
<b>STREET ADDRESS</b> 	
<b>CITY-ST-ZIP</b> 	
<b>TITLE</b> 	<input type="checkbox"/> DELETE
<b>NAME</b> 	
<b>STREET ADDRESS</b> 	
<b>CITY-ST-ZIP</b> 	

**13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12**

<b>11 TITLE</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
<b>12 NAME</b> <b>2100 Sanders Road</b>
<b>13 STREET ADDRESS</b> 
<b>14 CITY-ST-ZIP</b> 
<b>21 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>22 NAME</b> 
<b>23 STREET ADDRESS</b> 
<b>24 CITY-ST-ZIP</b> 
<b>31 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>32 NAME</b> 
<b>33 STREET ADDRESS</b> 
<b>34 CITY-ST-ZIP</b> 
<b>41 TITLE</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
<b>42 NAME</b> <b>Asst Secretary, Dir of Taxes</b>
<b>43 STREET ADDRESS</b> <b>Eugene M. McCluskey</b>
<b>44 CITY-ST-ZIP</b> <b>2345 Waukegan Rd, Suite 200E</b>
<b>51 TITLE</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
<b>52 NAME</b> <b>Assistant Secretary</b>
<b>53 STREET ADDRESS</b> <b>Roxanne Smith</b>
<b>54 CITY-ST-ZIP</b> <b>2345 Waukegan Rd, Suite 200E</b>
<b>61 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>62 NAME</b> 
<b>63 STREET ADDRESS</b> 
<b>64 CITY-ST-ZIP</b> 

**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:

  
 Assistant Secretary 4-4-97 (847) 607-3000  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #  
 Roxanne Smith

0481686

CR2E034 (9/96)