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**Apr 25 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 833070 (6)

1. Corporation Name
SEAFORD CLOTHING CO.



Principal Place of Business 101 NORTH WACKER DRIVE % HARTMARK CORP CHICAGO IL 60606 US	Mailing Address 101 N WACKER DRIVE % HARTMARK CORP. CHICAGO IL 60606-1718 US
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3. Date Incorporated or Qualified 09/20/1974	3a. Date of Last Report 05/01/1996
4. FEI Number 36-1692913	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" 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 Country	28 Zip Country
24 25	29 30

9. Name and Address of Current Registered Agent

**UNITED STATES CORPORATION COMPANY
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

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 _____ (NOTE: Registered Agent signature required when re-registering) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	VD	<input type="checkbox"/> DELETE
NAME	MORGAN, GLENN R.	
STREET ADDRESS	101 N WACKER DR	
CITY-ST-ZIP	CHICAGO IL	
TITLE	S	<input type="checkbox"/> DELETE
NAME	PROCZKO, TARAS R.	
STREET ADDRESS	101 N. WACKER DR	
CITY-ST-ZIP	CHICAGO IL	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	HAND, E.O.	
STREET ADDRESS	101 N WACKER DR	
CITY-ST-ZIP	CHICAGO IL	
TITLE	AT	<input checked="" type="checkbox"/> DELETE
NAME	CAMPBELL, BETH A	
STREET ADDRESS	101 N. WACKER DR.	
CITY-ST-ZIP	CHICAGO IL	
TITLE	T	<input type="checkbox"/> DELETE
NAME	CONDON, JAMES E.	
STREET ADDRESS	101 N WACKER DR	
CITY-ST-ZIP	CHICAGO IL	
TITLE	ASD	<input checked="" type="checkbox"/> DELETE
NAME	ALLEN, MARY D.	
STREET ADDRESS	101 N WACKER DR	
CITY-ST-ZIP	CHICAGO IL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
32 NAME	P HOFFMAN, KENNETH A.
33 STREET ADDRESS	101 N. Wacker Dr.
34 CITY-ST-ZIP	Chicago, IL 60606
41 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
42 NAME	AT SWAPA, RAYMOND S.
43 STREET ADDRESS	101 N. WACKER DR.
44 CITY-ST-ZIP	CHICAGO, IL 60606
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
62 NAME	AT Zahr, Andrew A.
63 STREET ADDRESS	101 N. WACKER DR.
64 CITY-ST-ZIP	CHICAGO, IL 60606

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 in an attachment with an address.

CR2E034 (9/96)

SIGNATURE _____ TARAS R. PROCZKO, SECRETARY 312 257 5231