

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

FILED  
Aug 14 1997 8:00am  
Secretary of State

|                                                       |                                                                                   |                                                                                                           |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br><b>1997</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

DOCUMENT # 836592

(6)

1. Corporation Name

SAFeway INSURANCE COMPANY

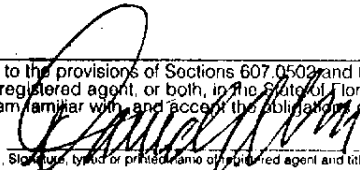
|                                                                              |                                                                         |
|------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| Principal Place of Business<br>790 PASQUINELLI DR<br>WESTMONT IL 60559<br>US | Mailing Address<br>WESTMONT, IL<br>60559LI DR<br>CHICAGO IL 60607<br>US |
|------------------------------------------------------------------------------|-------------------------------------------------------------------------|

DO NOT WRITE IN THIS SPACE

|                                |  |                          |  |                                                                                    |  |                                                                                                                                                                            |  |
|--------------------------------|--|--------------------------|--|------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 2. Principal Place of Business |  | 2a. Mailing Address      |  | 3. Date Incorporated or Qualified<br>06/28/1976                                    |  | 3a. Date of Last Report<br>10/10/1996                                                                                                                                      |  |
| 21                             |  | 26 790 PASQUINELLI DRIVE |  | 4. FEI Number<br>36-2497730                                                        |  | Applied For<br>Not Applicable                                                                                                                                              |  |
| 22 Suite, Apt. #, etc.         |  | 27 Suite, Apt. #, etc.   |  | 5. Certificate of Status Desired <input type="checkbox"/>                          |  | \$8.75 Additional<br>Fee Required                                                                                                                                          |  |
| 23 City & State                |  | 28 WESTMONT, ILLINOIS    |  | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> |  | \$5.00 May Be<br>Added to Fees                                                                                                                                             |  |
| 24 Zip                         |  | 29 60559                 |  | 30 U.S.A.                                                                          |  | 8. This corporation owes or has paid the current year Intangible<br>Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |

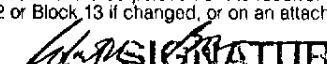
|                                                                                                                             |  |  |  |                                                                                  |  |  |  |
|-----------------------------------------------------------------------------------------------------------------------------|--|--|--|----------------------------------------------------------------------------------|--|--|--|
| 9. Name and Address of Current Registered Agent<br>STATE INSURANCE COMMISSIONER<br>CAPITOL BUILDING<br>TALLAHASSEE FL 32304 |  |  |  | 10. Name and Address of New Registered Agent                                     |  |  |  |
| 81 Name<br>DAVID WEISS                                                                                                      |  |  |  | 82 Street Address (P.O. Box Number is Not Acceptable)<br>100 SOUTH BISCAYNE BLVD |  |  |  |
| 83<br>SUITE 1300                                                                                                            |  |  |  | 84 City<br>MIAMI                                                                 |  |  |  |
| 85 Zip Code<br>FL 33131                                                                                                     |  |  |  |                                                                                  |  |  |  |

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  DAVID WEISS DATE 8/10/97

|                            |                         |                                                       |  |
|----------------------------|-------------------------|-------------------------------------------------------|--|
| 12. OFFICERS AND DIRECTORS |                         | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |  |
| TITLE                      | PD                      | 1.1 TITLE                                             |  |
| NAME                       | PARRILLO, WILLIAM       | 1.2 NAME                                              |  |
| STREET ADDRESS             | 790 PASQUINELLI DR      | 1.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                | WESTMONT IL             | 1.4 CITY-ST-ZIP                                       |  |
| TITLE                      | D                       | 2.1 TITLE                                             |  |
| NAME                       | BORDEMAN, ROBERT        | 2.2 NAME                                              |  |
| STREET ADDRESS             | 790 PASQUINELLI DR      | 2.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                | WESTMONT IL             | 2.4 CITY-ST-ZIP                                       |  |
| TITLE                      | D                       | 3.1 TITLE                                             |  |
| NAME                       | PARRILLO, WILLIAM GILES | 3.2 NAME                                              |  |
| STREET ADDRESS             | 790 PASQUINELLI DR      | 3.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                | WESTMONT IL             | 3.4 CITY-ST-ZIP                                       |  |
| TITLE                      | V                       | 4.1 TITLE                                             |  |
| NAME                       | PARRILLO, MICHAEL       | 4.2 NAME                                              |  |
| STREET ADDRESS             | 790 PASQUINELLI DR      | 4.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                | WESTMONT IL 60559       | 4.4 CITY-ST-ZIP                                       |  |
| TITLE                      | V                       | 5.1 TITLE                                             |  |
| NAME                       | HOLWELL, LAURA          | 5.2 NAME                                              |  |
| STREET ADDRESS             | 790 PASQUINELLI DR      | 5.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                | WESTMONT IL 60559       | 5.4 CITY-ST-ZIP                                       |  |
| TITLE                      | V                       | 6.1 TITLE                                             |  |
| NAME                       | JONYNAS, DONNA          | 6.2 NAME                                              |  |
| STREET ADDRESS             | 790 PASQUINELLI DR      | 6.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                | WESTMONT IL 60559       | 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:  ROBERT M. BORDEMAN 8/5/97 (630) 850-3811

CR2E034 (4/97)