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Apr 28 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 842108 (3)  
1. Corporation Name  
VAN KAMPEN AMERICAN CAPITAL DISTRIBUTORS, INC.



Principal Place of Business: ONE PARKVIEW PLAZA OAKBROOK TERRACE IL 60181  
Mailing Address: ONE PARKVIEW PLAZA OAKBROOK TERRACE IL 60181-4400

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	12/22/1978	02/20/1996
22. City & State	27. City & State	4. FEI Number	Applied For
23. Zip	28. Zip	36-2811402	Not Applicable
24. Country	29. Country	5. Certificate of Status Desired	\$8.75 Additional Fee Required
25. Country	30. Country	<input type="checkbox"/>	\$5.00 May Be Added to Fees
		6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/>
		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	81. Name
	82. Street Address (P.O. Box Number is Not Acceptable)
	83.
	84. City
	FL 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 reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POWELL, DON G	1.2 NAME	
STREET ADDRESS	2800 POST OAK BLVD	1.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOLINARI, WILLIAM, R.	2.2 NAME	
STREET ADDRESS	ONE PARKVIEW PLAZA	2.3 STREET ADDRESS	
CITY-ST-ZIP	OAKBROOK TERRACE IL	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RYBAK, WILLIAM R.	3.2 NAME	
STREET ADDRESS	ONE PARKVIEW PLAZA	3.3 STREET ADDRESS	
CITY-ST-ZIP	OAKBROOK TERRACE IL	3.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REIN, WALTER E	4.2 NAME	
STREET ADDRESS	ONE PARKVIEW PLAZA	4.3 STREET ADDRESS	
CITY-ST-ZIP	OAKBROOK TERRACE IL	4.4 CITY-ST-ZIP	
TITLE	ST <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARTIN, SCOTT E	5.2 NAME	
STREET ADDRESS	ONE PARKVIEW PLAZA	5.3 STREET ADDRESS	
CITY-ST-ZIP	OAKBROOK TERRACE IL	5.4 CITY-ST-ZIP	
TITLE	C <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLINGTON, CHARLES G	6.2 NAME	
STREET ADDRESS	ONE PARKVIEW PLAZA	6.3 STREET ADDRESS	
CITY-ST-ZIP	OAKBROOK TERRACE 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: *Walter E. Rein* WALTER E. REIN 1/16/97 (73) 943-4434  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE DAYTIME PHONE #  
 VICE/TAX DIRECTOR

CR2E034 (9/96)