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Mar 04 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 # 852176 (7)
 1. Corporation Name
ACME-WILEY CORPORATION



Principal Place of Business Mailing Address
2480 GREENLEAF AVENUE ELK GROVE VILLAGE IL 60007
2480 GREENLEAF AVENUE ELK GROVE VILLAGE IL 60007-5510

3. Date Incorporated or Qualified **03/15/1982** 3a. Date of Last Report **04/16/1996**
 4. FEI Number **36-0703295-36-4122053** Applied For Not Applicable
 5. Certificate of Status Desired **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes 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
O'NEILL, ROGER L
11661 LOST TREE WAY
N PALM BCH FL 33408

10. Name and Address of New Registered Agent
 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 _____ DATE _____
 (NOTE: Registered Agent signature required when reinstating.)

12. OFFICERS AND DIRECTORS

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	O'NEILL, MARIE E	
STREET ADDRESS	11661 LOST TREE WAY	
CITY-ST-ZIP	JUNO BEACH, FL 00000	
TITLE	VPF	<input type="checkbox"/> DELETE
NAME	CALLAN, JOHN	
STREET ADDRESS	2480 GREENLEAF AV	
CITY-ST-ZIP	ELK GROVE IL	
TITLE	SD	<input checked="" type="checkbox"/> DELETE
NAME	PATTERSON, LORETTA	
STREET ADDRESS	110 W BUTTERFIELD RD	
CITY-ST-ZIP	ELMHURST, IL 00000	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	O'NEILL, ROGER L	
STREET ADDRESS	11661 LOST TREE WAY	
CITY-ST-ZIP	N PALM BCH FL	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	GREITER, KARL L.	
STREET ADDRESS	2480 GREENLEAF	
CITY-ST-ZIP	ELK GROVE IL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	EXEC VICE PRESIDENT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	GERALD T. GARY	
1.3 STREET ADDRESS	501 W 68TH STREET	
1.4 CITY-ST-ZIP	DOWNERS GROVE, IL 60516	
2.1 TITLE	TREASURER / SECRETARY	<input checked="" 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 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: *[Signature]* DATE: **2/24/97** DAYTIME PHONE: **(847) 314-2250**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)