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May 11 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # 852306 (0)</b> 1. Corporation Name <b>ARTHUR J. GALLAGHER &amp; CO. (ILLINOIS)</b>			
Principal Place of Business <b>TWO PIERCE PLACE ITASCA IL 60143-3141 US</b>		Mailing Address <b>2 PIERCE PLACE ITASCA IL 60143 US</b>	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Two PIERCE PLACE 27 Suite, Apt. #, etc. 28 City & State 29 Zip 30 Country	
9. Name and Address of Current Registered Agent <b>PRENTICE-HALL CORPORATION SYSTEM, INC. 110 NORTH MAGNOLIA STREET TALLAHASSEE FL 32301</b>			
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 <b>FL</b>			
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, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE			
12. OFFICERS AND DIRECTORS 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 1.5 1.6 1.7 1.8 1.9 1.10 1.11 1.12 1.13 1.14 1.15 1.16 1.17 1.18 1.19 1.20 1.21 1.22 1.23 1.24 1.25 1.26 1.27 1.28 1.29 1.30 1.31 1.32 1.33 1.34 1.35 1.36 1.37 1.38 1.39 1.40 1.41 1.42 1.43 1.44 1.45 1.46 1.47 1.48 1.49 1.50 1.51 1.52 1.53 1.54 1.55 1.56 1.57 1.58 1.59 1.60 1.61 1.62 1.63 1.64 1.65 1.66 1.67 1.68 1.69 1.70 1.71 1.72 1.73 1.74 1.75 1.76 1.77 1.78 1.79 1.80 1.81 1.82 1.83 1.84 1.85 1.86 1.87 1.88 1.89 1.90 1.91 1.92 1.93 1.94 1.95 1.96 1.97 1.98 1.99 2.00 2.01 2.02 2.03 2.04 2.05 2.06 2.07 2.08 2.09 2.10 2.11 2.12 2.13 2.14 2.15 2.16 2.17 2.18 2.19 2.20 2.21 2.22 2.23 2.24 2.25 2.26 2.27 2.28 2.29 2.30 2.31 2.32 2.33 2.34 2.35 2.36 2.37 2.38 2.39 2.40 2.41 2.42 2.43 2.44 2.45 2.46 2.47 2.48 2.49 2.50 2.51 2.52 2.53 2.54 2.55 2.56 2.57 2.58 2.59 2.60 2.61 2.62 2.63 2.64 2.65 2.66 2.67 2.68 2.69 2.70 2.71 2.72 2.73 2.74 2.75 2.76 2.77 2.78 2.79 2.80 2.81 2.82 2.83 2.84 2.85 2.86 2.87 2.88 2.89 2.90 2.91 2.92 2.93 2.94 2.95 2.96 2.97 2.98 2.99 3.00 3.01 3.02 3.03 3.04 3.05 3.06 3.07 3.08 3.09 3.10 3.11 3.12 3.13 3.14 3.15 3.16 3.17 3.18 3.19 3.20 3.21 3.22 3.23 3.24 3.25 3.26 3.27 3.28 3.29 3.30 3.31 3.32 3.33 3.34 3.35 3.36 3.37 3.38 3.39 3.40 3.41 3.42 3.43 3.44 3.45 3.46 3.47 3.48 3.49 3.50 3.51 3.52 3.53 3.54 3.55 3.56 3.57 3.58 3.59 3.60 3.61 3.62 3.63 3.64 3.65 3.66 3.67 3.68 3.69 3.70 3.71 3.72 3.73 3.74 3.75 3.76 3.77 3.78 3.79 3.80 3.81 3.82 3.83 3.84 3.85 3.86 3.87 3.88 3.89 3.90 3.91 3.92 3.93 3.94 3.95 3.96 3.97 3.98 3.99 4.00 4.01 4.02 4.03 4.04 4.05 4.06 4.07 4.08 4.09 4.10 4.11 4.12 4.13 4.14 4.15 4.16 4.17 4.18 4.19 4.20 4.21 4.22 4.23 4.24 4.25 4.26 4.27 4.28 4.29 4.30 4.31 4.32 4.33 4.34 4.35 4.36 4.37 4.38 4.39 4.40 4.41 4.42 4.43 4.44 4.45 4.46 4.47 4.48 4.49 4.50 4.51 4.52 4.53 4.54 4.55 4.56 4.57 4.58 4.59 4.60 4.61 4.62 4.63 4.64 4.65 4.66 4.67 4.68 4.69 4.70 4.71 4.72 4.73 4.74 4.75 4.76 4.77 4.78 4.79 4.80 4.81 4.82 4.83 4.84 4.85 4.86 4.87 4.88 4.89 4.90 4.91 4.92 4.93 4.94 4.95 4.96 4.97 4.98 4.99 5.00 5.01 5.02 5.03 5.04 5.05 5.06 5.07 5.08 5.09 5.10 5.11 5.12 5.13 5.14 5.15 5.16 5.17 5.18 5.19 5.20 5.21 5.22 5.23 5.24 5.25 5.26 5.27 5.28 5.29 5.30 5.31 5.32 5.33 5.34 5.35 5.36 5.37 5.38 5.39 5.40 5.41 5.42 5.43 5.44 5.45 5.46 5.47 5.48 5.49 5.50 5.51 5.52 5.53 5.54 5.55 5.56 5.57 5.58 5.59 5.60 5.61 5.62 5.63 5.64 5.65 5.66 5.67 5.68 5.69 5.70 5.71 5.72 5.73 5.74 5.75 5.76 5.77 5.78 5.79 5.80 5.81 5.82 5.83 5.84 5.85 5.86 5.87 5.88 5.89 5.90 5.91 5.92 5.93 5.94 5.95 5.96 5.97 5.98 5.99 6.00 6.01 6.02 6.03 6.04 6.05 6.06 6.07 6.08 6.09 6.10 6.11 6.12 6.13 6.14 6.15 6.16 6.17 6.18 6.19 6.20 6.21 6.22 6.23 6.24 6.25 6.26 6.27 6.28 6.29 6.30 6.31 6.32 6.33 6.34 6.35 6.36 6.37 6.38 6.39 6.40 6.41 6.42 6.43 6.44 6.45 6.46 6.47 6.48 6.49 6.50 6.51 6.52 6.53 6.54 6.55 6.56 6.57 6.58 6.59 6.60 6.61 6.62 6.63 6.64 6.65 6.66 6.67 6.68 6.69 6.70 6.71 6.72 6.73 6.74 6.75 6.76 6.77 6.78 6.79 6.80 6.81 6.82 6.83 6.84 6.85 6.86 6.87 6.88 6.89 6.90 6.91 6.92 6.93 6.94 6.95 6.96 6.97 6.98 6.99 7.00 7.01 7.02 7.03 7.04 7.05 7.06 7.07 7.08 7.09 7.10 7.11 7.12 7.13 7.14 7.15 7.16 7.17 7.18 7.19 7.20 7.21 7.22 7.23 7.24 7.25 7.26 7.27 7.28 7.29 7.30 7.31 7.32 7.33 7.34 7.35 7.36 7.37 7.38 7.39 7.40 7.41 7.42 7.43 7.44 7.45 7.46 7.47 7.48 7.49 7.50 7.51 7.52 7.53 7.54 7.55 7.56 7.57 7.58 7.59 7.60 7.61 7.62 7.63 7.64 7.65 7.66 7.67 7.68 7.69 7.70 7.71 7.72 7.73 7.74 7.75 7.76 7.77 7.78 7.79 7.80 7.81 7.82 7.83 7.84 7.85 7.86 7.87 7.88 7.89 7.90 7.91 7.92 7.93 7.94 7.95 7.96 7.97 7.98 7.99 8.00 8.01 8.02 8.03 8.04 8.05 8.06 8.07 8.08 8.09 8.10 8.11 8.12 8.13 8.14 8.15 8.16 8.17 8.18 8.19 8.20 8.21 8.22 8.23 8.24 8.25 8.26 8.27 8.28 8.29 8.30 8.31 8.32 8.33 8.34 8.35 8.36 8.37 8.38 8.39 8.40 8.41 8.42 8.43 8.44 8.45 8.46 8.47 8.48 8.49 8.50 8.51 8.52 8.53 8.54 8.55 8.56 8.57 8.58 8.59 8.60 8.61 8.62 8.63 8.64 8.65 8.66 8.67 8.68 8.69 8.70 8.71 8.72 8.73 8.74 8.75 8.76 8.77 8.78 8.79 8.80 8.81 8.82 8.83 8.84 8.85 8.86 8.87 8.88 8.89 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**ARTHUR J. GALLAGHER & CO. (ILLINOIS)**

**Incorporated :** Illinois  
**Date :** 08/04/60  
**% Ownership :** 100% Arthur J. Gallagher & Co.  
**Federal ID # :** 36-2481781

**CAPITAL STOCK:**

**Common**

**Price/Par Value:** None

**Authorized:** 1,000

**Outstanding:** 900

**DIRECTORS:**

Michael J. Cloherty	Director
J. Patrick Gallagher, Jr.	Director
Walter F. McClure	Director

**OFFICERS:**

Robert E. Gallagher	Chief Executive Officer
J. Patrick Gallagher, Jr.	President
H. William Bohstedt	Area President
Glenn D. Morrison	Area President
Angelo M. Nardi	Area President
Steven Ring	Area President
Peter V. Wright	Area President
James S. Gault	Division President
Michael J. Cloherty	Executive Vice President and CFO
Bill G. Jensen	Senior Vice President
Walter F. McClure	Senior Vice President
Jack H. Lazzaro	Vice President - Finance
Bette J. Brinkerhoff	Vice President - Human Resources
David R. Long	Vice President-Chief Investment Officer
David E. McGurn, Jr.	Vice President - Specialty Marketing & International
John C. Rosengren	Vice President and General Counsel
John G. Campbell	Vice President
James W. Durkin, Jr.	Vice President
Nicholas M. Elsberg	Vice President
Joel C. Kornreich	Vice President
Gary M. Van der Voort	Vice President
Warren G. Van der Voort, Jr.	Vice President
Michael J. Berni	Division Exec. Vice President
Karen A. Frankel	Division Senior Vice President

**ARTHUR J. GALLAGHER & CO. (ILLINOIS)**

Thomas F. O'Connell	Division Senior Vice President
Roger L. Sugg	Division Senior Vice President
Philip Blais	Division Vice President
Jennifer Gallagher	Division Vice President
James R. Mochel	Division Vice President
Edward Neill	Division Vice President
John A. Calhoun	Area Vice President
John J. Caraher	Area Vice President-Finance
Dennis M. DeJesu	Area Vice President
James B. Finch	Area Vice President
John K. King	Area Vice President
Richard J. Kittredge	Area Vice President
Christine Lueders	Area Vice President
Michael J. Miller	Area Vice President
Dirk T. Peterson	Area Vice President
James E. Relyea	Area Vice President
Mark A. Russ	Area Vice President
Diana D. Walters	Area Vice President
Darrin J. Weber	Area Vice President
Jerome P. Zacny	Area Vice President
David W. Carrell	Area Asst. Vice President
Terry Kostuchowski	Area Asst. Vice President
Douglas R. Mize	Area Asst. Vice President
James J. Murray, Jr.	Area Asst. Vice President
Mark P. Strauch	Treasurer
Sally Wasikowski	Assistant Treasurer
Carl E. Fasig	Secretary
Christine D. Greb	Assistant Secretary

**Purpose of Business:**

Insurance Agency and Brokerage

**Primary Address:**

Two Pierce Place  
Itasca, IL 60143-3141