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May 02 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 # 855867 (8)

1. Corporation Name
MOTOROLA SMR, INC.



Principal Place of Business

ATTN: TAX DEPT.
1303 EAST ALGONQUIN ROAD
SCHAUMBURG IL 60196

Mailing Address

ATTN: TAX DEPT.
1303 EAST ALGONQUIN ROAD
SCHAUMBURG IL 60196-4041

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

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

3. Date Incorporated or Qualified

03/23/1983

3a. Date of Last Report

04/08/1996

4. FEI Number

13-2993806

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

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

PD VESTAL, JOSEPH B.
1301 E. ALGONQUIN ROAD
SCHAUMBURG IL

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

D SEVERNS, RICHARD D
1301 E ALGONQUIN RD
SCHAUMBURG IL

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

AS DYBALA, RAY A.
1301 E. ALGONQUIN ROAD
SCHAUMBURG IL

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

VP KOENEMANN, CARL
1301 E. ALGONQUIN RD.
SCHAUMBURG IL

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

T MILNE, GARTH L.
1301 E. ALGONQUIN ROAD
SCHAUMBURG IL

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

S LAWSON, A P
1301 E ALGONQUIN RD
SCHAUMBURG IL

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP

2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP

3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP

4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP

5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP

6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

7.1 TITLE 7.2 NAME 7.3 STREET ADDRESS 7.4 CITY-ST-ZIP

8.1 TITLE 8.2 NAME 8.3 STREET ADDRESS 8.4 CITY-ST-ZIP

9.1 TITLE 9.2 NAME 9.3 STREET ADDRESS 9.4 CITY-ST-ZIP

10.1 TITLE 10.2 NAME 10.3 STREET ADDRESS 10.4 CITY-ST-ZIP

11.1 TITLE 11.2 NAME 11.3 STREET ADDRESS 11.4 CITY-ST-ZIP

12.1 TITLE 12.2 NAME 12.3 STREET ADDRESS 12.4 CITY-ST-ZIP

13.1 TITLE 13.2 NAME 13.3 STREET ADDRESS 13.4 CITY-ST-ZIP

14.1 TITLE 14.2 NAME 14.3 STREET ADDRESS 14.4 CITY-ST-ZIP

15.1 TITLE 15.2 NAME 15.3 STREET ADDRESS 15.4 CITY-ST-ZIP

16.1 TITLE 16.2 NAME 16.3 STREET ADDRESS 16.4 CITY-ST-ZIP

17.1 TITLE 17.2 NAME 17.3 STREET ADDRESS 17.4 CITY-ST-ZIP

18.1 TITLE 18.2 NAME 18.3 STREET ADDRESS 18.4 CITY-ST-ZIP

19.1 TITLE 19.2 NAME 19.3 STREET ADDRESS 19.4 CITY-ST-ZIP

20.1 TITLE 20.2 NAME 20.3 STREET ADDRESS 20.4 CITY-ST-ZIP

21.1 TITLE 21.2 NAME 21.3 STREET ADDRESS 21.4 CITY-ST-ZIP

22.1 TITLE 22.2 NAME 22.3 STREET ADDRESS 22.4 CITY-ST-ZIP

23.1 TITLE 23.2 NAME 23.3 STREET ADDRESS 23.4 CITY-ST-ZIP

24.1 TITLE 24.2 NAME 24.3 STREET ADDRESS 24.4 CITY-ST-ZIP

25.1 TITLE 25.2 NAME 25.3 STREET ADDRESS 25.4 CITY-ST-ZIP

26.1 TITLE 26.2 NAME 26.3 STREET ADDRESS 26.4 CITY-ST-ZIP

27.1 TITLE 27.2 NAME 27.3 STREET ADDRESS 27.4 CITY-ST-ZIP

28.1 TITLE 28.2 NAME 28.3 STREET ADDRESS 28.4 CITY-ST-ZIP

29.1 TITLE 29.2 NAME 29.3 STREET ADDRESS 29.4 CITY-ST-ZIP

30.1 TITLE 30.2 NAME 30.3 STREET ADDRESS 30.4 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]

4-23-97

CR2E034 (9/96)

MOTOROLA ,SMR INC.

JUNE 1996

PRINCIPAL PLACE OF BUSINESS:
110 E. 59TH STREET
NEW YORK,NEW YORK 10022

DIRECTORS:

LEIF SODERBERG

RICHARD D. SEVERNS

JOSEPH B. VESTAL

902 ELM TREE ROAD
LAKE FOREST,IL 60014
4807 GREENWICH
ROLLING MEADOWS,IL 60008
710 COUNTRY CLUB ROAD
CRYSTAL LAKE,IL 60014

OFFICERS:

JOSEPH B. VESTAL

PHILLIP CIESLIK

CARL KOENEMANN

RICHARD D, SEVERNS

GARTH L. MILNE

A, PETER LAWSON

RAY A. DYBALA

DOUG MACPHAIL

PRES.	710COUNTRY CLUB ROAD CRYSTAL LAKE,IL 60014
V-PRES.	729 N. ELMORE PARK RIDGE,IL 60067
V-PRES.	186 OLD WLLLOW LANE INVERNESS,IKL 60067
V-PRES.	4807 GREENWICH ROLLING MEADOWS,IL 60008
TREAS.	7 REVERE DRIVE BARRINGTON,IL 60010
SEC.	1240 CASCADE CT. LAKE FOREST,IL 60045
ASST.SEC.	2113 ABERDEEN CT. WHEATON,IL 60187
ASST.SEC.	164 N. MILTON AVE. GLEN ELLYN,IL 60137