

5-13-97 B-7090 -C
FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 13 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Morlham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # 856649 (9) 1. Corporation Name NTW INCORPORATED OF VIRGINIA			
Principal Place of Business 2107 GRAND AVE KANSAS CITY MO 64108		Mailing Address 2107 GRAND AVE KANSAS CITY MO 64108-1806	
2. Principal Place of Business 21 3333 Beverly Rd. Suite, Apt. #, etc. 22 City & State 23 Hoffman Estates, IL Zip Country 24 60179 25		2a. Mailing Address 26 3333 Beverly Rd. Suite, Apt. #, etc. 27 D/768TAX - B5-266A/B City & State 28 Hoffman Estates, IL Zip Country 29 60179 30	
3. Date Incorporated or Qualified 06/03/1983		3a. Date of Last Report 05/01/1996	
4. FEI Number 54-0926506		Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		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 file if applicable (NOTE: Registered Agent signature required when resigning) DATE			
12. OFFICERS AND DIRECTORS 11 TITLE NAME AT DURBIN, LAWRENCE D. STREET ADDRESS 2107 GRAND AVENUE CITY-ST-ZIP KANSAS CITY MO 12 NAME STREET ADDRESS CITY-ST-ZIP 13 NAME STREET ADDRESS CITY-ST-ZIP 14 NAME STREET ADDRESS CITY-ST-ZIP 15 NAME STREET ADDRESS CITY-ST-ZIP 16 NAME STREET ADDRESS CITY-ST-ZIP 17 NAME STREET ADDRESS CITY-ST-ZIP 18 NAME STREET ADDRESS CITY-ST-ZIP 19 NAME STREET ADDRESS CITY-ST-ZIP 20 NAME STREET ADDRESS CITY-ST-ZIP 21 NAME STREET ADDRESS CITY-ST-ZIP 22 NAME STREET ADDRESS CITY-ST-ZIP 23 NAME STREET ADDRESS CITY-ST-ZIP 24 NAME STREET ADDRESS CITY-ST-ZIP 25 NAME STREET ADDRESS CITY-ST-ZIP 26 NAME STREET ADDRESS CITY-ST-ZIP 27 NAME STREET ADDRESS CITY-ST-ZIP 28 NAME STREET ADDRESS CITY-ST-ZIP 29 NAME STREET ADDRESS CITY-ST-ZIP 30 NAME STREET ADDRESS CITY-ST-ZIP 31 NAME STREET ADDRESS CITY-ST-ZIP 32 NAME STREET ADDRESS CITY-ST-ZIP 33 NAME STREET ADDRESS CITY-ST-ZIP 34 NAME STREET ADDRESS CITY-ST-ZIP 35 NAME STREET ADDRESS CITY-ST-ZIP 36 NAME STREET ADDRESS CITY-ST-ZIP 37 NAME STREET ADDRESS CITY-ST-ZIP 38 NAME STREET ADDRESS CITY-ST-ZIP 39 NAME STREET ADDRESS CITY-ST-ZIP 40 NAME STREET ADDRESS CITY-ST-ZIP 41 NAME STREET ADDRESS CITY-ST-ZIP 42 NAME STREET ADDRESS CITY-ST-ZIP 43 NAME STREET ADDRESS CITY-ST-ZIP 44 NAME STREET ADDRESS CITY-ST-ZIP 45 NAME STREET ADDRESS CITY-ST-ZIP 46 NAME STREET ADDRESS CITY-ST-ZIP 47 NAME STREET ADDRESS CITY-ST-ZIP 48 NAME STREET ADDRESS CITY-ST-ZIP 49 NAME STREET ADDRESS CITY-ST-ZIP 50 NAME STREET ADDRESS CITY-ST-ZIP 51 NAME STREET ADDRESS CITY-ST-ZIP 52 NAME STREET ADDRESS CITY-ST-ZIP 53 NAME STREET ADDRESS CITY-ST-ZIP 54 NAME STREET ADDRESS CITY-ST-ZIP 55 NAME STREET ADDRESS CITY-ST-ZIP 56 NAME STREET ADDRESS CITY-ST-ZIP 57 NAME STREET ADDRESS CITY-ST-ZIP 58 NAME STREET ADDRESS CITY-ST-ZIP 59 NAME STREET ADDRESS CITY-ST-ZIP 60 NAME STREET ADDRESS CITY-ST-ZIP 61 NAME STREET ADDRESS CITY-ST-ZIP 62 NAME STREET ADDRESS CITY-ST-ZIP 63 NAME STREET ADDRESS CITY-ST-ZIP 64 NAME STREET ADDRESS CITY-ST-ZIP 65 NAME STREET ADDRESS CITY-ST-ZIP 66 NAME STREET ADDRESS CITY-ST-ZIP 67 NAME STREET ADDRESS CITY-ST-ZIP 68 NAME STREET ADDRESS CITY-ST-ZIP 69 NAME STREET ADDRESS CITY-ST-ZIP 70 NAME STREET ADDRESS CITY-ST-ZIP 71 NAME STREET ADDRESS CITY-ST-ZIP 72 NAME STREET ADDRESS CITY-ST-ZIP 73 NAME STREET ADDRESS CITY-ST-ZIP 74 NAME STREET ADDRESS CITY-ST-ZIP 75 NAME STREET ADDRESS CITY-ST-ZIP 76 NAME STREET ADDRESS CITY-ST-ZIP 77 NAME STREET ADDRESS CITY-ST-ZIP 78 NAME STREET ADDRESS CITY-ST-ZIP 79 NAME STREET ADDRESS CITY-ST-ZIP 80 NAME STREET ADDRESS CITY-ST-ZIP 81 NAME STREET ADDRESS CITY-ST-ZIP 82 NAME STREET ADDRESS CITY-ST-ZIP 83 NAME STREET ADDRESS CITY-ST-ZIP 84 NAME STREET ADDRESS CITY-ST-ZIP 85 NAME STREET ADDRESS CITY-ST-ZIP 86 NAME STREET ADDRESS CITY-ST-ZIP 87 NAME STREET ADDRESS CITY-ST-ZIP 88 NAME STREET ADDRESS CITY-ST-ZIP 89 NAME STREET ADDRESS CITY-ST-ZIP 90 NAME STREET ADDRESS CITY-ST-ZIP 91 NAME STREET ADDRESS CITY-ST-ZIP 92 NAME STREET ADDRESS CITY-ST-ZIP 93 NAME STREET ADDRESS CITY-ST-ZIP 94 NAME STREET ADDRESS CITY-ST-ZIP 95 NAME STREET ADDRESS CITY-ST-ZIP 96 NAME STREET ADDRESS CITY-ST-ZIP 97 NAME STREET ADDRESS CITY-ST-ZIP 98 NAME STREET ADDRESS CITY-ST-ZIP 99 NAME STREET ADDRESS CITY-ST-ZIP 100 NAME STREET ADDRESS CITY-ST-ZIP			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 11 TITLE NAME T Melancon, Paul STREET ADDRESS 3333 Beverly Rd. CITY-ST-ZIP Hoffman Estates, IL 60179 12 NAME STREET ADDRESS CITY-ST-ZIP 13 NAME STREET ADDRESS CITY-ST-ZIP 14 NAME STREET ADDRESS CITY-ST-ZIP 15 NAME STREET ADDRESS CITY-ST-ZIP 16 NAME STREET ADDRESS CITY-ST-ZIP 17 NAME STREET ADDRESS CITY-ST-ZIP 18 NAME STREET ADDRESS CITY-ST-ZIP 19 NAME STREET ADDRESS CITY-ST-ZIP 20 NAME STREET ADDRESS CITY-ST-ZIP 21 NAME STREET ADDRESS CITY-ST-ZIP 22 NAME STREET ADDRESS CITY-ST-ZIP 23 NAME STREET ADDRESS CITY-ST-ZIP 24 NAME STREET ADDRESS CITY-ST-ZIP 25 NAME STREET ADDRESS CITY-ST-ZIP 26 NAME STREET ADDRESS CITY-ST-ZIP 27 NAME STREET ADDRESS CITY-ST-ZIP 28 NAME STREET ADDRESS CITY-ST-ZIP 29 NAME STREET ADDRESS CITY-ST-ZIP 30 NAME STREET ADDRESS CITY-ST-ZIP 31 NAME STREET ADDRESS CITY-ST-ZIP 32 NAME STREET ADDRESS CITY-ST-ZIP 33 NAME STREET ADDRESS CITY-ST-ZIP 34 NAME STREET ADDRESS CITY-ST-ZIP 35 NAME STREET ADDRESS CITY-ST-ZIP 36 NAME STREET ADDRESS CITY-ST-ZIP 37 NAME STREET ADDRESS CITY-ST-ZIP 38 NAME STREET ADDRESS CITY-ST-ZIP 39 NAME STREET ADDRESS CITY-ST-ZIP 40 NAME STREET ADDRESS CITY-ST-ZIP 41 NAME STREET ADDRESS CITY-ST-ZIP 42 NAME STREET ADDRESS CITY-ST-ZIP 43 NAME STREET ADDRESS CITY-ST-ZIP 44 NAME STREET ADDRESS CITY-ST-ZIP 45 NAME STREET ADDRESS CITY-ST-ZIP 46 NAME STREET ADDRESS CITY-ST-ZIP 47 NAME STREET ADDRESS CITY-ST-ZIP 48 NAME STREET ADDRESS CITY-ST-ZIP 49 NAME STREET ADDRESS CITY-ST-ZIP 50 NAME STREET ADDRESS CITY-ST-ZIP 51 NAME STREET ADDRESS CITY-ST-ZIP 52 NAME STREET ADDRESS CITY-ST-ZIP 53 NAME STREET ADDRESS CITY-ST-ZIP 54 NAME STREET ADDRESS CITY-ST-ZIP 55 NAME STREET ADDRESS CITY-ST-ZIP 56 NAME STREET ADDRESS CITY-ST-ZIP 57 NAME STREET ADDRESS CITY-ST-ZIP 58 NAME STREET ADDRESS CITY-ST-ZIP 59 NAME STREET ADDRESS CITY-ST-ZIP 60 NAME STREET ADDRESS CITY-ST-ZIP 61 NAME STREET ADDRESS CITY-ST-ZIP 62 NAME STREET ADDRESS CITY-ST-ZIP 63 NAME STREET ADDRESS CITY-ST-ZIP 64 NAME STREET ADDRESS CITY-ST-ZIP 65 NAME STREET ADDRESS CITY-ST-ZIP 66 NAME STREET ADDRESS CITY-ST-ZIP 67 NAME STREET ADDRESS CITY-ST-ZIP 68 NAME STREET ADDRESS CITY-ST-ZIP 69 NAME STREET ADDRESS CITY-ST-ZIP 70 NAME STREET ADDRESS CITY-ST-ZIP 71 NAME STREET ADDRESS CITY-ST-ZIP 72 NAME STREET ADDRESS CITY-ST-ZIP 73 NAME STREET ADDRESS CITY-ST-ZIP 74 NAME STREET ADDRESS CITY-ST-ZIP 75 NAME STREET ADDRESS CITY-ST-ZIP 76 NAME STREET ADDRESS CITY-ST-ZIP 77 NAME STREET ADDRESS CITY-ST-ZIP 78 NAME STREET ADDRESS CITY-ST-ZIP 79 NAME STREET ADDRESS CITY-ST-ZIP 80 NAME STREET ADDRESS CITY-ST-ZIP 81 NAME STREET ADDRESS CITY-ST-ZIP 82 NAME STREET ADDRESS CITY-ST-ZIP 83 NAME STREET ADDRESS CITY-ST-ZIP 84 NAME STREET ADDRESS CITY-ST-ZIP 85 NAME STREET ADDRESS CITY-ST-ZIP 86 NAME STREET ADDRESS CITY-ST-ZIP 87 NAME STREET ADDRESS CITY-ST-ZIP 88 NAME STREET ADDRESS CITY-ST-ZIP 89 NAME STREET ADDRESS CITY-ST-ZIP 90 NAME STREET ADDRESS CITY-ST-ZIP 91 NAME STREET ADDRESS CITY-ST-ZIP 92 NAME STREET ADDRESS CITY-ST-ZIP 93 NAME STREET ADDRESS CITY-ST-ZIP 94 NAME STREET ADDRESS CITY-ST-ZIP 95 NAME STREET ADDRESS CITY-ST-ZIP 96 NAME STREET ADDRESS CITY-ST-ZIP 97 NAME STREET ADDRESS CITY-ST-ZIP 98 NAME STREET ADDRESS CITY-ST-ZIP 99 NAME STREET ADDRESS CITY-ST-ZIP 100 NAME STREET ADDRESS 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: <i>[Signature]</i> SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR			

CR2E034 (9/96)

**NTW INCORPORATED.
DELEGATION OF AUTHORITY**

Pursuant to the authority vested in me by the Board of Directors of NTW INCORPORATED, I, Paul D. Melancon, Treasurer and Chief Financial Officer, hereby appoint and designate

**Carol W. Garnant
Senior Director of Taxes**

**Susan Penway
Director, State Income and
Franchise Taxes**

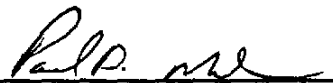
of Sears, Roebuck and Co. or its subsidiaries to sign, execute and deliver on behalf of and in the name of the Corporation with respect to every state of the United States, and any jurisdiction therein and the District of Columbia, any of the following instruments:

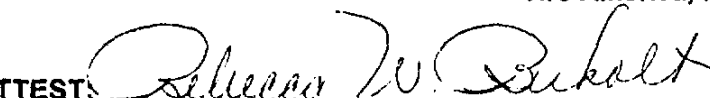
1. State Income Tax Returns, Franchise Tax Returns, and Annual Reports.
2. Pleadings, bonds, petitions, affidavits and other documents and instruments pertaining to the conduct of litigation, administrative proceedings, and/or audits including all state and local income and franchise taxes.

All previous Delegations of Authority relating to the same subject matter to the within-named persons are hereby revoked and superseded.

This Delegation of Authority shall become effective upon the date hereof and shall continue in effect thereafter so long as the within-named persons remain in the above-designated position or until revoked by myself or the President or the Board of Directors of the Corporation. The termination of this Delegation of Authority shall not invalidate any of the above-mentioned instruments which may have been executed and delivered during the effective term hereof.

IN WITNESS WHEREOF, the undersigned has set his hand as Treasurer and Chief Financial Officer of NTW INCORPORATED this 17TH day of December, 1996.


Paul D. Melancon
Treasurer and CFO
Tire America, Inc.

ATTEST: 
Rebecca W. Burkelt
Asst. Secretary