

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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**Apr 23 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000001459 (7)

1. Corporation Name
STS PARTNER CORPORATION



Principal Place of Business 3333 BEVERLY RD D/768TAX B5-266A HOFFMAN ESTATES IL 60719 US	Mailing Address 3333 BEVERLY RD D/768TAX - B5-266A HOFFMAN ESTATES IL 60182-3322 US
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3. Date Incorporated or Qualified 03/24/1993	3a. Date of Last Report 04/10/1996
4. FEI Number 36-3817598	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 checked="" type="checkbox"/> 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 60179	29 60179
25	30

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
1200 SOUTH 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 _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	P <input checked="" type="checkbox"/> DELETE
NAME	DAVIS, RUSSELL S
STREET ADDRESS	3333 BEVERLY RD
CITY-ST-ZIP	HOFFMAN ESTATES IL
TITLE	V <input type="checkbox"/> DELETE
NAME	LACY, ALAN J
STREET ADDRESS	3333 BEVERLY RD
CITY-ST-ZIP	HOFFMAN ESTATES IL
TITLE	T <input type="checkbox"/> DELETE
NAME	SMIALOWSKI, JOSEPH A
STREET ADDRESS	3333 BEVERLY RD
CITY-ST-ZIP	HOFFMAN ESTATES IL
TITLE	S <input checked="" type="checkbox"/> DELETE
NAME	GRIENENBERGER, WARREN F
STREET ADDRESS	1310 CHESTNUT AVE.
CITY-ST-ZIP	WILMETTE IL 60091
TITLE	T <input type="checkbox"/> DELETE
NAME	CONSTANTINE, JAMES
STREET ADDRESS	3333 BEVERLY RD
CITY-ST-ZIP	HOFFMAN ESTATES IL
TITLE	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	President and Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Alan J. Lacy
1.3 STREET ADDRESS	3333 Beverly Rd.
1.4 CITY-ST-ZIP	Hoffman Estates, IL 60179
2.1 TITLE	Vice President and Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Joseph A. Smialowski
2.3 STREET ADDRESS	3333 Beverly Rd.
2.4 CITY-ST-ZIP	Hoffman Estates, IL 60179
3.1 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Robert Pence
3.3 STREET ADDRESS	3333 Beverly Rd.
3.4 CITY-ST-ZIP	Hoffman Estates, IL 60179
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	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Gary Crittenden
6.3 STREET ADDRESS	3333 Beverly Rd.
6.4 CITY-ST-ZIP	Hoffman Estates, IL 60179

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:  DATE: **4/14/97** DAYTIME PHONE: **847-286-9028**

CR2E034 (9/96)

STS Partner Corporation
Officers and Directors
December 31, 1996

OFFICERS

Alan J. Lacy	President
Joseph A. Smialowski	Vice President
James D. Constantine	Treasurer
Robert Pence	Secretary

Address

3333 Beverly Rd. Hoffman Estates, IL 60179
3333 Beverly Rd. Hoffman Estates, IL 60179
3333 Beverly Rd. Hoffman Estates, IL 60179
3333 Beverly Rd. Hoffman Estates, IL 60179

DIRECTORS

Gary Crittenden
Alan J. Lacy
Joseph A. Smialowski

3333 Beverly Rd. Hoffman Estates, IL 60179
3333 Beverly Rd. Hoffman Estates, IL 60179
3333 Beverly Rd. Hoffman Estates, IL 60179

STS PARTNER CORPORATION

Pursuant to the authority vested in me by the By-Laws of STS Partner Corporation (STS Partner), I, Alan J. Lacy, Vice-President, hereby appoint and designate the following Sears, Roebuck and Co. Tax Department personnel:

James A. Blanda
Vice President and Controller, Finance

Carol W. Garnant
Senior Director, Taxes

Susan Penway
Senior Tax Manager, State Income

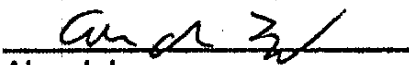
to sign, execute and deliver on behalf of and in the name of STS Partner with respect to every state of the United States, and any jurisdiction therein and the District of Columbia, any of the following instruments:

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 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 me or the current Vice President of STS Partner. 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 Vice-President of STS Partner Corporation this 23rd day of February, 1996.


Alan J. Lacy
Vice-President
STS Partner Corporation

ATTEST:


James Constantine
Treasurer