

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

FILED
Apr 23 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		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 60179 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 03/24/1993	4. FEI Number 36-3817598	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30 <input type="checkbox"/> Yes <input type="checkbox"/> No		

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 3333 BEVERLY RD. Suite, Apt. #, etc. 27 D/768TAX, B5-220 B/B City & State 28 HOFFMAN ESTATES, IL Zip 29 60179 Country 30 U.S.A.
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PO	<input type="checkbox"/> DELETE	1.1 TITLE SECRETARY	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME LACY, ALAN J.		1.2 NAME ROBERT GUTTMAN	
STREET ADDRESS 3333 BEVERLY RD.		1.3 STREET ADDRESS 3333 BEVERLY RD	
CITY-ST-ZIP HOFFMAN ESTATES IL		1.4 CITY-ST-ZIP HOFFMAN ESTATES, IL 60179	
TITLE V	<input checked="" type="checkbox"/> DELETE	2.1 TITLE ASSISTANT SECRETARY	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME LACY, ALAN J		2.2 NAME REBECCA BUKOLT	
STREET ADDRESS 3333 BEVERLY RD		2.3 STREET ADDRESS 3333 BEVERLY RD.	
CITY-ST-ZIP HOFFMAN ESTATES IL		2.4 CITY-ST-ZIP HOFFMAN ESTATES, IL 60179	
TITLE VPD	<input type="checkbox"/> DELETE	3.1 TITLE DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME SMALOWSKI, JOSEPH A		3.2 NAME MICHAEL D. LEVIN	
STREET ADDRESS 3333 BEVERLY RD		3.3 STREET ADDRESS 3333 BEVERLY RD.	
CITY-ST-ZIP HOFFMAN ESTATES IL		3.4 CITY-ST-ZIP HOFFMAN ESTATES, IL 60179	
TITLE S	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME PENCE, ROBERT		4.2 NAME	
STREET ADDRESS 3333 BEVERLY RD.		4.3 STREET ADDRESS	
CITY-ST-ZIP HOFFMAN ESTATES IL		4.4 CITY-ST-ZIP	
TITLE T	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME CONSTANTINE, JAMES		5.2 NAME	
STREET ADDRESS 3333 BEVERLY RD		5.3 STREET ADDRESS	
CITY-ST-ZIP HOFFMAN ESTATES IL		5.4 CITY-ST-ZIP	
TITLE D	<input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME CRITTENDEN, GARY		6.2 NAME	
STREET ADDRESS 3333 BEVERLY RD.		6.3 STREET ADDRESS	
CITY-ST-ZIP HOFFMAN ESTATES IL		6.4 CITY-ST-ZIP	

14. I 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: Susan Penway 4/14/98 847-286-9028

CR2E034 (10/97)

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