

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

FILED
Apr 17 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 # F93000001627 (9)

1. Corporation Name
US-KRS/III, INC.



Principal Place of Business 180 N. LASALLE ST. SUITE 3700 CHICAGO IL 60601	Mailing Address C/O SUSAN NELSON 180 N LASALLE ST CHICAGO IL 60601 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Country	30. Country

3. Date Incorporated or Qualified 04/02/1993	
4. FEI Number 36-3813486	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 checked="" type="checkbox"/> No	

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. City	
84. City	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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	PERLMUTTER, STEPHEN	
STREET ADDRESS	180 NORTH LASALLE STREET, SUITE 3700	
CITY-ST-ZIP	CHICAGO IL 60601	
TITLE	VAS	<input type="checkbox"/> DELETE
NAME	EDELMAN, HOWARD J	
STREET ADDRESS	180 NORTH LASALLE STREET, SUITE 3700	
CITY-ST-ZIP	CHICAGO IL 60601	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	KATZ, STUART C	
STREET ADDRESS	180 NORTH LASALLE STREET, SUITE 3700	
CITY-ST-ZIP	CHICAGO IL 60601	
TITLE	VTAS	<input type="checkbox"/> DELETE
NAME	SMITH, ROGER E	
STREET ADDRESS	180 NORTH LASALLE STREET, SUITE 3700	
CITY-ST-ZIP	CHICAGO IL 60601	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SMITH, ROGER E	
STREET ADDRESS	180 NORTH LASALLE STREET, SUITE 3700	
CITY-ST-ZIP	CHICAGO IL 60601	
TITLE	VAS	<input type="checkbox"/> DELETE
NAME	KUEHNLE, HERBERT	
STREET ADDRESS	180 N LASALLE STREET	
CITY-ST-ZIP	CHICAGO IL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Mary K. Ludgin	
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
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		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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 _____

CR2E034 (10/97)