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Mar 12 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 # F93000001631 (1)

1. Corporation Name
US-HREF, INC.



Principal Place of Business
ATT: STUART C. KATZ
180 N. LASALLE ST. STE. 3700
CHICAGO IL 60601

Mailing Address
ATT: STUART C. KATZ
180 N. LASALLE ST. STE. 3700
CHICAGO IL 60601-2800

3. Date Incorporated or Qualified 04/02/1993	3a. Date of Last Report 08/08/1996
4. FEI Number 36-3813484	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 Name of Business	2a. Mailing Address
21 State Apt. # etc	26 Suite, Apt. #, etc
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29 30

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33332-4		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: PD <input type="checkbox"/> DELETE NAME: PERLMUTTER, STEPHEN STREET ADDRESS: 180 N. LASALLE STREET, STE. 3700 CITY-ST-ZIP: CHICAGO IL 60601		1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	
TITLE: VAS <input type="checkbox"/> DELETE NAME: EDELMAN, HOWARD J STREET ADDRESS: 180 N. LASALLE STREET, STE. 3700 CITY-ST-ZIP: CHICAGO IL 60601		2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	
TITLE: VAS <input type="checkbox"/> DELETE NAME: KUEHNLE, HERBERT W STREET ADDRESS: 180 N. LASALLE STREET, STE. 3700 CITY-ST-ZIP: CHICAGO IL 60601		3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	
TITLE: VSD <input type="checkbox"/> DELETE NAME: KATZ, STUART C STREET ADDRESS: 180 N. LASALLE STREET, STE. 3700 CITY-ST-ZIP: CHICAGO IL 60601		4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	
TITLE: AS <input type="checkbox"/> DELETE NAME: SMITH, ROGER E STREET ADDRESS: 180 N. LASALLE STREET, STE. 3700 CITY-ST-ZIP: CHICAGO IL		5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	
TITLE: <input type="checkbox"/> DELETE NAME: STREET ADDRESS: 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 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 is stated 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: *Howard J. Edelman* **Howard J. Edelman, Vice President** **2/27/97** **(312) 855-5700**

CR2E034 (9/96)