

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

97 ANNUAL REPORT 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

97 JUL 30 PM 2:33

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

DOCUMENT # F93000003832
1. Corporation Name
Successories of Illinois, Inc.

Principal Place of Business Mailing Address
**919 Springer Drive 919 Springer Drive
Lombard, IL 60148 Lombard, IL 60148**

DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business 21 same as above	2a. Mailing Address 26 same as above	3. Date Incorporated or Qualified 8/23/93	3a. Date of Last Report 9/30/96
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.	4. FEI Number 36-3760233	Applied For <input type="checkbox"/> Not Applicable
23 City & State	28 City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24 Zip	29 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
25 Country	30 Country	8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent
Mr. Ken Werner
Successories-Orlando Fashion Square
3201 E. Colonial Drive
Orlando, FL 32803

10. Name and Address of New Registered Agent
81 Name **Lexis Document Services Inc.**
82 Street Address (P.O. Box Number is Not Acceptable)
3953 WW Kelley Road
83
84 City **Tallahassee** FL 85 Zip Code **32311**

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 T. Mackay Tony Mackay - as agent DATE 7/29/97
Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when re-registering)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE D/P/ CEO	NAME James M. Beltrame	1 1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	600002253026--9
STREET ADDRESS 919 Springer Road	CITY-ST-ZIP Lombard, IL 60148	1 2 NAME	-07/30/97--01097--004
		1 3 STREET ADDRESS	***100.00 ***100.00
		1 4 CITY-ST-ZIP	
TITLE D/C	NAME Arnold M. Anderson	2 1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	600002253026--9
STREET ADDRESS 919 Springer Road	CITY-ST-ZIP Lombard, IL 60148	2 2 NAME	-07/30/97--01097--005
		2 3 STREET ADDRESS	***100.00 ***100.00
		2 4 CITY-ST-ZIP	
TITLE D/ VP/S	NAME Timothy C. Dillon	3 1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	600002253026--9
STREET ADDRESS 919 Springer Road	CITY-ST-ZIP Lombard, IL 60148	3 2 NAME	-07/30/97--01097--006
		3 3 STREET ADDRESS	***100.00 ***100.00
		3 4 CITY-ST-ZIP	
TITLE D	NAME Michael H. McKee	4 1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	600002253026--9
STREET ADDRESS 919 Springer Road	CITY-ST-ZIP Lombard, IL 60148	4 2 NAME	-07/30/97--01097--007
		4 3 STREET ADDRESS	*****25.00 *****25.00
		4 4 CITY-ST-ZIP	
TITLE CFO/T	NAME M. Andrew King	5 1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	600002253026--9
STREET ADDRESS 919 Springer Road	CITY-ST-ZIP Lombard IL 60148	5 2 NAME	-07/30/97--01097--008
		5 3 STREET ADDRESS	***225.00 ***225.00
		5 4 CITY-ST-ZIP	
TITLE		6 1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME		6 2 NAME	
STREET ADDRESS		6 3 STREET ADDRESS	
CITY-ST-ZIP		6 4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: Timothy C. Dillon DATE: 7/9/97 630/953-8440
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR