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

PROFIT CORPORATION ANNUAL REPORT **1999**

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
[illegible] 29 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F94000000139

1. Corporation Name
KEMPER REALTY CORPORATION

Principal Place of Business	Mailing Address
1 KEMPER DR TAX ACCTG. K-8 LONG GROVE IL 60049-0001 US	1 KEMPER DRIVE TAX ACCTG. K-8 LONG GROVE IL 60049-0001 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business — 21 — Suite, Apt #, etc — 22 — City & State — 23 — Zip 24 — Country 25

2a. Mailing Address — 26 — Suite, Apt #, etc — 27 — City & State — 28 — Zip 29 — Country 30

3. Date Incorporated or Qualified: **01/11/1994**

4. FEI Number: **59-1942480** [ ] Applied For [ ] Not Applicable

5. Certificate of Status Desired [ ] — **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] — **$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax [ ] Yes [ ] No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name: Corporation Service Company
82 Street Address (P.O. Box Number is Not Acceptable): 1201 Hays Street
83
84 City: Tallahassee FL 85 Zip Code: 32301-2525

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 Maureen Cullen — MAUREEN CULLEN, ASST. VICE-PRES. 4/28/99
Signature, typed or printed name of registered agent and title if applicable

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	DP	[ ] DELETE	11 TITLE		[ ] Change [ ] Addition
NAME	WHITE, WALTER L		12 NAME		
STREET ADDRESS	1 KEMPER DRIVE		13 STREET ADDRESS		
CITY-ST-ZIP	LONG GROVE IL 60049-0001		14 CITY-ST-ZIP		
TITLE	D	[ ] DELETE	21 TITLE		[ ] Change [ ] Addition
NAME	MCCULLOUGH, F.C.		22 NAME		
STREET ADDRESS	1 KEMPER DRIVE		23 STREET ADDRESS		
CITY-ST-ZIP	LONG GROVE IL 60049-0001		24 CITY-ST-ZIP		
TITLE	V	[ ] DELETE	31 TITLE		[ ] Change [ ] Addition
NAME	NEAL, J E		32 NAME		
STREET ADDRESS	222 S RIVESIDE PLAZA		33 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL		34 CITY-ST-ZIP		
TITLE	S	[ ] DELETE	41 TITLE		[ ] Change [ ] Addition
NAME	CONWAY, J.K.		42 NAME		
STREET ADDRESS	1 KEMPER DRIVE		43 STREET ADDRESS		
CITY-ST-ZIP	LONG GROVE IL		44 CITY-ST-ZIP		
TITLE	T	[X] DELETE	51 TITLE	Treasurer	[ ] Change [X] Addition
NAME	ELSTROM, DAVID C		52 NAME	Finelli, Michael, Jr.	
STREET ADDRESS	1 KEMPER DRIVE		53 STREET ADDRESS	One Kemper Drive	
CITY-ST-ZIP	LONG GROVE IL 60049		54 CITY-ST-ZIP	Long Grove, IL 60049	
TITLE		[ ] DELETE	61 TITLE		[ ] Change [ ] Addition
NAME			62 NAME		
STREET ADDRESS			63 STREET ADDRESS		
CITY-ST-ZIP			64 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, with all other like empowered.

SIGNATURE: J. Conway — John Conway 4/21/99 847-320-3343
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — DATE — DAYTIME PHONE #

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