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May 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 # F94000001360 (6)

1. Corporation Name

QUALITY ASSET MANAGEMENT, INC.



Principal Place of Business

811 E 10TH STREET
SIOUX FALLS SD 57103
US

Mailing Address

2500 LAKE COOK ROAD
ATTN: TAX DEPT. 1 N
RIVERWOODS FL 80015-3851
US

3. Date Incorporated or Qualified
03/17/1994

3a. Date of Last Report
05/01/1996

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	P	<input type="checkbox"/> DELETE
NAME	KEENON, CHARLES	
STREET ADDRESS	2500 LAKE COOK RD.	
CITY- ST- ZIP	RIVERWOODS IL 60015	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	DAVIS, SR. J T	
STREET ADDRESS	811 E 10TH STREET	
CITY- ST- ZIP	SIOUX FALLS SD	
TITLE	S	<input type="checkbox"/> DELETE
NAME	KUNATH, ROBERT W.	
STREET ADDRESS	2500 LAKE COOK ROAD	
CITY- ST- ZIP	RIVERWOODS IL	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	DUNTLEY, CYNTHIA E.	
STREET ADDRESS	2 WORLD TRADE CENTER	
CITY- ST- ZIP	NEW YORK NY	
TITLE	C	<input type="checkbox"/> DELETE
NAME	TANYKO, STEVEN J.	
STREET ADDRESS	2500 LAKE COOK ROAD	
CITY- ST- ZIP	RIVERWOODS IL	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	ADLER, DONALD N	
STREET ADDRESS	2500 LAKE COOK ROAD	
CITY- ST- ZIP	RIVERWOODS IL	

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
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 checked="" type="checkbox"/> Addition
4.2 NAME	T LAURENCE MURPHY
4.3 STREET ADDRESS	2 WORLD TRADE CENTER
4.4 CITY- ST- ZIP	NEW YORK, NY 10048
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 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 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:

Donald N. Adler

Donald N. Adler, Asst. Secretary 4/29/97

847/405-1309

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

0481326

CR2E034 (9/96)