

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

FILED
May 19 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000001446 (3)

1. Corporation Name
BERKELY AGENCY, LTD., INC.



Principal Place of Business 123 NORTH WACKER DRIVE CHICAGO IL 60608	Mailing Address 123 NORTH WACKER DRIVE CHICAGO IL 60606-1700
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3. Date Incorporated or Qualified 03/22/1994	3a. Date of Last Report 05/01/1996
4. FEI Number 11-2391503	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 type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. P.O. Box 8264
22. City & State	27. CHICAGO IL
23. Zip	28. 60606 U.S.
24. Country	29. U.S.

9. Name and Address of Current Registered Agent PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS ST., STE. 105 TALLAHASSEE FL 32301	10. Name and Address of New Registered Agent
81. Name	
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	
84. State	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	
T RABIN, PAUL I 123 NORTH WACKER DRIVE CHICAGO IL 60606	<input checked="" type="checkbox"/> DELETE	T ARLENE H. HARDY 123 N. WACKER DR. CHICAGO IL 60606	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
P KAVAN, WILLIAM C 117 BRIXTON ROAD GARDEN CITY NY	<input type="checkbox"/> DELETE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
VST LEVINE, ROBIN 28 MANORS DRIVE JERICHO NY	<input type="checkbox"/> DELETE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
S JESCHKE, ARLENE 123 NORTH WACKER DRIVE CHICAGO IL 60606	<input type="checkbox"/> DELETE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
AVP GROB, ROBERT J 123 NORTH WACKER DRIVE CHICAGO IL 60606	<input checked="" type="checkbox"/> DELETE	AVP SUSAN M. FUDA 123 N. WACKER DR. CHICAGO IL 60606	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
	<input type="checkbox"/> DELETE		<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: *[Signature]* **SUSAN M. FUDA** 4/29/97 31270 3978

CR2E034 (9/96)