

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

FILED  
May 11 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000002176 (5)

1. Corporation Name

TRI - STATE RESTAURANTS, INC.



Principal Place of Business 701 LEE ST STE 1000 DES PLAINES IL 60016 US	Mailing Address 701 LEE ST STE 1000 DES PLAINES IL 60016 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/27/1994	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 36-3963885	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM  
1200 S. PINE ISLAND ROAD  
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
85	Zip Code

FL

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 firm if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	ALAN H. BAERENKLAU <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WALLACE, PAUL F	1.2 NAME	430 N. WESTERN AVE
STREET ADDRESS	888 7TH AVE. STE 3400	1.3 STREET ADDRESS	LAKE FOREST, IL 60045
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	Title: Pres. & COO & Director
TITLE	VD	2.1 TITLE	Assistant Secretary <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURY, JUDITH A	2.2 NAME	
STREET ADDRESS	888 7TH AVE STE 3400	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	
TITLE	VD	3.1 TITLE	VP & DIR <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOLLOD, MICHAEL	3.2 NAME	DANIEL W. DANIELS
STREET ADDRESS	888 7TH AVE. STE 3400	3.3 STREET ADDRESS	1243 HOLLY COURT
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	DOWNERS GROVE, IL 60515
TITLE	S	4.1 TITLE	JOHN SIMON <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SPOTO, ANTONINA	4.2 NAME	Title: Secretary & Treasurer
STREET ADDRESS	888 7TH AVE. STE 3400	4.3 STREET ADDRESS	3037 HUNTINGTON DR.
CITY-ST-ZIP	NEW YORK NY	4.4 CITY-ST-ZIP	ARLINGTON HTS, IL 60004
TITLE	TAS	5.1 TITLE	VP & Asst. Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	COLLINS, KEVIN	5.2 NAME	Robert Brandt
STREET ADDRESS	888 7TH AVE. STE 3400	5.3 STREET ADDRESS	34453 N. TANQUERAY DR
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	GRAYSLAKE, IL 60030
TITLE	Chief Financial Officer / DIR	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KURT M. MUELLER	6.2 NAME	
STREET ADDRESS	1009 ASHLAND	6.3 STREET ADDRESS	
CITY-ST-ZIP	WILMETTE, IL 60091	6.4 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.

SIGNATURE

KURT M. MUELLER

KURT M. MUELLER 11/27/98 (940) 807-1200

CP2E034 (10/97)