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May 01 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 # *F 9400000 3322*
 1. Corporation Name
Westshore Investors, Inc.

Principal Place of Business 180 N. LaSalle Suite 3400 Chicago, IL 60601	Mailing Address c/o Gail Carey 180 N. LaSalle St. Chicago, IL 60601
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2. Principal Place of Business 21 Suite Apt #, etc 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt # etc 27 City & State 28 Zip 29 Country		3. Date incorporated or Qualified 6/23/94	3a. Date of Last Report 1996
4. FEI Number 36-3959850		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required		6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees	
7. 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 CT Corporation System 1200 S. Pine Island Rd. 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 FL 85 Zip Code	
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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	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D <input type="checkbox"/> DELETE Peter M. Gilbert 30 North 3rd Street, 5th Floor Harrisburg, PA 17101	11 TITLE 12 NAME 13 STREET ADDRESS 14 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D <input type="checkbox"/> DELETE David J. Kalman 30 North 3rd Street, 5th Floor Harrisburg, PA 17101	21 TITLE 22 NAME 23 STREET ADDRESS 24 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D <input type="checkbox"/> DELETE Francis J. Donlevy 30 North 3rd Street, 5th Floor Harrisburg, PA 17101	31 TITLE 32 NAME 33 STREET ADDRESS 34 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P <input type="checkbox"/> DELETE Jerome J. Claeys III 180 N. LaSalle St. Chicago, IL 60601	41 TITLE 42 NAME 43 STREET ADDRESS 44 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V/8 <input type="checkbox"/> DELETE John W. Noell 180 N. LaSalle St. Chicago, IL 60601	51 TITLE 52 NAME 53 STREET ADDRESS 54 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS <input type="checkbox"/> DELETE Gail Carey 180 N. LaSalle St. Chicago, IL 60601	61 TITLE 62 NAME 63 STREET ADDRESS 64 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 100002167481 -05/06/97--01066--036 ***165.00

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 I 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: *Gail Carey* **Gail Carey** *4/29/97* **(312) 541-6767**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)