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Apr 18 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 # F94000003423 (0)

1. Corporation Name

UNITED STATES CAN COMPANY

Principal Place of Business

900 COMMERCE DRIVE
OAK BROOK IL 60521

Mailing Address

900 COMMERCE DRIVE
OAK BROOK IL 60521-1867

3. Date Incorporated or Qualified

06/29/1994

3a. Date of Last Report

04/15/1996

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

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
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	PCD SMITH, WILLIAM J 900 COMMERCE DRIVE, STE 302 OAK BROOK IL	11 TITLE	
NAME		12 NAME	
STREET ADDRESS		13 STREET ADDRESS	
CITY-ST-ZIP		14 CITY-ST-ZIP	
TITLE	V GALVIN, FRANK J 900 COMMERCE DRIVE, STE 302 OAK BROOK IL	21 TITLE	
NAME		22 NAME	
STREET ADDRESS		23 STREET ADDRESS	
CITY-ST-ZIP		24 CITY-ST-ZIP	
TITLE	S STONICH, TIMOTHY W 900 COMMERCE DRIVE, STE 302 OAK BROOK IL	31 TITLE	
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY-ST-ZIP		34 CITY-ST-ZIP	
TITLE	T ANDRES, PETER J 900 COMMERCE DRIVE, STE 302 OAK BROOK IL	41 TITLE	
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE	D BAILER, BENJAMIN F P.O. BOX 1892, HERRING HALL 2ND FLOOR HOUSTON TX	51 TITLE	
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE	D SOLER, FRANCISCO WATERMEADOW LANE, HARBOUR CLUB LONDON SW6 2RR	61 TITLE	
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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 in an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

PETER J. ANDRES

4/11/97

630-571-2533

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CR2E034 (9/96)