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Apr 15 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 # F94000005582 (1)

1. Corporation Name
MHC SYSTEMS, INC.

Principal Place of Business
C/O ANN M. SCHNEIDER
2 N. RIVERSIDE PLAZA
CHICAGO IL 60606

Mailing Address
C/O ANN M. SCHNEIDER
2 N. RIVERSIDE PLAZA
CHICAGO IL 60606-2600



2. Principal Place of Business		2a. Mailing Address	
21 State, Apt. #, etc.	26 Suite, Apt. #, etc.	27 City & State	28 City & State
22 City & State	27 City & State	29 Zip	30 Country
23 Zip	25 Country	29 Zip	30 Country

3. Date Incorporated or Qualified 10/27/1994	3a. Date of Last Report 03/04/1996
4. FEI Number 36-3983600	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	

9. Name and Address of Current Registered Agent THE PRENTICE HALL CORPORATION SYSTEM, INC. 1201 HAYS ST. TALLAHASSEE FL 32301		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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	S SCHNEIDER, ANN M	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2 N. RIVERSIDE PLAZA	1.2 NAME	
STREET ADDRESS	CHICAGO IL	1.3 STREET ADDRESS	
CITY- ST- ZIP		1.4 CITY- ST- ZIP	
TITLE	DVTC	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HENEGHAN, THOMAS P. JR.	2.2 NAME	
STREET ADDRESS	2 N. RIVERSIDE PLAZA	2.3 STREET ADDRESS	
CITY- ST- ZIP	CHICAGO IL	2.4 CITY- ST- ZIP	
TITLE	DC	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZELL, SAMUEL	3.2 NAME	
STREET ADDRESS	2 N. RIVERSIDE PLAZA	3.3 STREET ADDRESS	
CITY- ST- ZIP	CHICAGO IL 60606	3.4 CITY- ST- ZIP	
TITLE	PD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HELFAND, DAVID	4.2 NAME	
STREET ADDRESS	2 N. RIVERSIDE PLAZA	4.3 STREET ADDRESS	
CITY- ST- ZIP	CHICAGO IL 60606	4.4 CITY- ST- ZIP	
TITLE	SASD	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KELLEHER, ELLEN	5.2 NAME	
STREET ADDRESS	2 N. RIVERSIDE PLAZA	5.3 STREET ADDRESS	
CITY- ST- ZIP	CHICAGO IL 60606	5.4 CITY- ST- ZIP	
TITLE	DCEO	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OBUCHOSWKI, SUSAN	6.2 NAME	
STREET ADDRESS	2 N RIVERSIDE PLAZA	6.3 STREET ADDRESS	
CITY- ST- ZIP	CHICAGO IL	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:

[Signature]

Ann M. Schneider
Secretary

4/4/97 312-466-3607

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date Daytime Phone

CR2E034 (9/96)