

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Aug 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
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DOCUMENT # **F94000006137 (3)**

1. Corporation Name
BUTLER PARTNERS, INC.



Principal Place of Business 2355 WAUKEGAN ROAD SUITE A200 BANNOCKBURN IL 60015 US	Mailing Address 2355 WAUKEGAN ROAD SUITE A200 BANNOCKBURN IL 60015 US
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DO NOT WRITE IN THIS SPACE

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

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS ST., STE. 105
TALLAHASSEE FL 32301**

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 reinstalling)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	MEADOR, THOMAS E	
STREET ADDRESS	2355 WAUKEGAN ROAD, SUITE A200	
CITY-ST-ZIP	BANNOCKBURN IL 60015	

1.1 TITLE	P, CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		

TITLE	SVP	<input checked="" type="checkbox"/> DELETE
NAME	LIEBERMAN, ALAN G	
STREET ADDRESS	2355 WAUKEGAN RD. STE A200	
CITY-ST-ZIP	BANNOCKBURN IL 60015	

2.1 TITLE	SVP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Powell, John L.	
2.3 STREET ADDRESS	2355 Waukegan Rd Ste A200	
2.4 CITY-ST-ZIP	Bannockburn, IL 60015	

TITLE	SY	<input type="checkbox"/> DELETE
NAME	OGLE, JERRY M.	
STREET ADDRESS	2355 WAUKEGAN ROAD, SUITE A200	
CITY-ST-ZIP	BANNOCKBURN IL 60015	

3.1 TITLE	Managing Director General	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Counsel & Secretary	
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		

TITLE	SVP	<input type="checkbox"/> DELETE
NAME	DARRAGH, ALEXANDER J.	
STREET ADDRESS	2355 WAUKEGAN ROAD, SUITE A200	
CITY-ST-ZIP	BANNOCKBURN IL 60015	

4.1 TITLE	CFO, Managing Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Kosik, Jayne A	
4.3 STREET ADDRESS	2355 Waukegan Rd Suite A200	
4.4 CITY-ST-ZIP	Bannockburn, IL 60015	

TITLE	SVPT	<input checked="" type="checkbox"/> DELETE
NAME	PARKER, BRIAN	
STREET ADDRESS	2355 WAUKEGAN ROAD, SUITE A200	
CITY-ST-ZIP	BANNOCKBURN IL 60015	

5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		

TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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]

8/17/97

547-317-4380

CR2E034 (4/97)