FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

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PROFIT CORPORATION ANNUAL REPORT
1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000000963 (7)

1. Corporation Name

BERKELYCARE, LTD., INC.

Principal Place of Business

100 GARDEN CITY PLAZA
P.O. BOX 9366
GARDEN CITY FL 11530

Mailing Address

100 GARDEN CITY PLAZA
P.O. BOX 9366
GARDEN CITY FL 11530

3. Date Incorporated or Qualified: 02/28/1995

3a. Date of Last Report

4. FEI Number: 11-2680796 — ☐ Applied For ☐ Not Applicable

2. Principal Place of Business

123 North Wacker Dr., 26th Floor
Chicago, Illinois 60606

2a. Mailing Address

123 North Wacker Dr., 26th Floor
Chicago, Illinois 60606

. Certificate of Status Desired ☐ — $8.75 Additional Fee Required

. Election Campaign Financing Trust Fund Contribution ☐ — $5.00 May Be Added to Fees

. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☒ Yes ☐ No

24 | 25 | 29 | 30

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS ST., STE. 105
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 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

TITLE	C	☒ DELETE
NAME	KOTTLER, MARK	
STREET ADDRESS	118 DEERFIELD LANE NORTH	
CITY-ST-ZIP	PLEASANTVILLE NY 10570	
TITLE	P	☐ DELETE
NAME	KAVAN, WILLIAM C	
STREET ADDRESS	117 BRIXTON ROAD	
CITY-ST-ZIP	GARDEN CITY NY 11530	
TITLE	VST	☐ DELETE
NAME	LEVINE, ROBIN	
STREET ADDRESS	26 MANORS DRIVE	
CITY-ST-ZIP	JERICHO NY 11753	
TITLE		☐ DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		☐ DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		☐ DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		☐ Change ☐ Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		☐ Change ☐ Addition
2.2 NAME	800001808968	
2.3 STREET ADDRESS	-05/06/96--01036--012	
2.4 CITY-ST-ZIP	***200.00	
3.1 TITLE		☐ Change ☐ Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	Treasurer	☐ Change ☒ Addition
4.2 NAME	Paul I. Rabin	
4.3 STREET ADDRESS	123 N. Wacker Dr.	
4.4 CITY-ST-ZIP	Chicago, IL	
5.1 TITLE	Secretary	☐ Change ☒ Addition
5.2 NAME	Arlene Jeschke	
5.3 STREET ADDRESS	123 N. Wacker Dr.	
5.4 CITY-ST-ZIP	Chicago, IL 60606	
6.1 TITLE	AVP Taxes	☐ Change ☒ Addition
6.2 NAME	Robert J. Grob	AGB
6.3 STREET ADDRESS	123 N. Wacker Dr.	5-8-96
6.4 CITY-ST-ZIP	Chicago, IL 60606	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: Robert J. Grob (signature) — Robert J. Grob — 4-17-96 — 312-701-3978

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (12/95)