**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.)**

PROFIT
CORPORATION
ANNUAL REPORT
**1997**

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

FILED
97 NOV 17 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REINSTATEMENT

DOCUMENT # F95000002044 (4)

1. Corporation Name
**HTF MANAGERS, INC.**

DO NOT WRITE IN THIS SPACE

| Principal Place of Business | Mailing Address |
|---|---|
| 900 N. MICHIGAN AVE.<br>CHICAGO IL 60611-1575 | 900 N. MICHIGAN AVE.<br>CHICAGO IL 60611-1575 |

3. Date Incorporated or Qualified: **04/27/1995**
3a. Date of Last Report: **03/20/1996**
4. FEI Number: **65-0587402** [ ] Applied For [ ] Not Applicable
5. Certificate of Status Desired [ ] **$8.75** Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [ ] **$5.00** May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. [ ] Yes [ ] No

| 2. Principal Place of Business | 2a. Mailing Address |
|---|---|
| 21 | 26 |
| Suite, Apt. #, etc. 22 | Suite, Apt. #, etc. 27 |
| City & State 23 | City & State 28 |
| Zip 24 / Country 25 | Zip 29 / Country 30 |

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

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: James M. Hay James M. Halpin, Asst. Sec. DATE: 10/20/97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|---|---|---|---|
| TITLE | D | 1.1 TITLE | [ ] Change [ ] Addition |
| NAME | NICKELE, GARY | 1.2 NAME | |
| STREET ADDRESS | 900 N. MICHIGAN AVE. | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | CHICAGO IL | 1.4 CITY-ST-ZIP | |
| | [ ] DELETE | 2.1 TITLE | [ ] Change [ ] Addition |
| TITLE | P | 2.2 NAME | |
| NAME | MOTTA, JAMES | 2.3 STREET ADDRESS | |
| STREET ADDRESS | 7900 GLADES RD. | 2.4 CITY-ST-ZIP | |
| CITY-ST-ZIP | BOCA RATON FL | | |
| | [ ] DELETE | 3.1 TITLE | Treasurer [X] Change [ ] Addition |
| TITLE | V | 3.2 NAME | Lovelette, Stephen A. |
| NAME | LOVELETTE, STEPHEN A | 3.3 STREET ADDRESS | 900 North MIchigan Avenue |
| STREET ADDRESS | 900 NORTH MICHIGAN AVENUE | 3.4 CITY-ST-ZIP | Chicago, Illinois 60611 |
| CITY-ST-ZIP | CHICAGO IL | | |
| | [X] DELETE | 4.1 TITLE | Secretary [ ] Change [X] Addition |
| TITLE | S | 4.2 NAME | Nielsen, Paul C. |
| NAME | YATES, KEVIN B | 4.3 STREET ADDRESS | 900 North Michigan Avenue |
| STREET ADDRESS | 900 NORTH MICHIGAN AVENUE | 4.4 CITY-ST-ZIP | Chicago, Illinois 60611 |
| CITY-ST-ZIP | CHICAGO IL | | |
| | [ ] DELETE | 5.1 TITLE | Vice President [X] Change [ ] Addition |
| TITLE | T | 5.2 NAME | Kogen, Howard |
| NAME | KOGEN, HOWARD | 5.3 STREET ADDRESS | 900 North Michigan Avenue |
| STREET ADDRESS | 900 NORTH MICHIGAN AVENUE | 5.4 CITY-ST-ZIP | Chicago, Illinois 60611 |
| CITY-ST-ZIP | CHICAGO IL | | |
| | [ ] DELETE | 6.1 TITLE | Assistant Secretary [ ] Change [X] Addition |
| TITLE | | 6.2 NAME | O'Mahoney, Karen M. |
| NAME | | 6.3 STREET ADDRESS | 900 North Michigan Avenue |
| STREET ADDRESS | | 6.4 CITY-ST-ZIP | Chicago, Illinois 60611 |
| CITY-ST-ZIP | | | |

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-11/19/97--01082--001
****750.00 ****750.00

CR2E034 (4/97)

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: Karen M. O'Mahoney Karen M. O'Mahoney 09/08/1997 (312)915-1969