

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.  
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

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PROFIT  
CORPORATION  
ANNUAL REPORT  
1996



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

DOCUMENT # F95000004226 (5)

1. Corporation Name

SALES PROMOTION ASSOCIATES, INC.



Principal Place of Business

Mailing Address

% JORDAN INDUSTRIES  
1751 LAKE COOK RD. SUITE 550  
DEERFIELD IL 60015

% JORDAN INDUSTRIES  
1751 LAKE COOK RD. SUITE 550  
DEERFIELD IL 60015

|                                                                                        |                                                                     |
|----------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 3. Date Incorporated or Qualified                                                      | 3a. Date of Last Report                                             |
| 08/31/1995                                                                             |                                                                     |
| 4. FEI Number                                                                          | Applied For                                                         |
| APPLIED FOR 81-1443533                                                                 | Not Applicable                                                      |
| 5. Certificate of Status Desired                                                       | \$8.75 Additional Fee Required                                      |
| <input type="checkbox"/>                                                               |                                                                     |
| 6. Election Campaign Financing Trust Fund Contribution                                 | \$5.00 May Be Added to Fees                                         |
| <input type="checkbox"/>                                                               |                                                                     |
| 8. This corporation has liability for intangible tax under s. 199.032 Florida Statutes | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |

|                                      |                                      |
|--------------------------------------|--------------------------------------|
| 2. Principal Place of Business       | 2a. Mailing Address                  |
| 21. Sales Promotion Associates, Inc. | 26. Sales Promotion Associates, Inc. |
| Suite, Apt. #, etc.                  | Suite, Apt. #, etc.                  |
| 22. 545 Walnut Street                | 27. 545 Walnut Street                |
| City & State                         | City & State                         |
| 23. Coshocton, Ohio                  | 28. Coshocton, Ohio                  |
| Zip                                  | Zip                                  |
| 24. 43812                            | 29. 43812                            |
| Country                              | Country                              |
| 25. U.S.A.                           | 30. U.S.A.                           |

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                                               | 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

Signature, typed or printed name, title, position and address of the person signing (if officer or director, also sign as such).

(If Officer or Director, signature required when re-registering.)

(Date)

| 12. OFFICERS AND DIRECTORS |                              | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                       |
|----------------------------|------------------------------|-------------------------------------------------------|-----------------------|
| TITLE                      | D                            | 11 TITLE                                              | P                     |
| NAME                       | JORDAN, JOHN W II            | 12 NAME                                               | Rick Pryther          |
| STREET ADDRESS             | 1751 LAKE COOK RD, SUITE 550 | 13 STREET ADDRESS                                     | 545 Walnut Street     |
| CITY-ST-ZIP                | DEERFIELD IL 60015           | 14 CITY-ST-ZIP                                        | Coshocton, Ohio 43812 |
| TITLE                      | CSD                          | 21 TITLE                                              | T                     |
| NAME                       | QUINN, THOMAS H              | 22 NAME                                               | Daniel C. Harms       |
| STREET ADDRESS             | 1751 LAKE COOK RD, SUITE 550 | 23 STREET ADDRESS                                     | 545 Walnut Street     |
| CITY-ST-ZIP                | DEERFIELD IL 60015           | 24 CITY-ST-ZIP                                        | Coshocton, Ohio 43812 |
| TITLE                      | VASD                         | 31 TITLE                                              | VAS                   |
| NAME                       | MAKARENWICZ, DAVID C         | 32 NAME                                               | Jonathan F. Boucher   |
| STREET ADDRESS             | 1751 LAKE COOK RD, SUITE 550 | 33 STREET ADDRESS                                     | 316 Park Avenue South |
| CITY-ST-ZIP                | DEERFIELD IL 60015           | 34 CITY-ST-ZIP                                        | New York, NY. 10010   |
| TITLE                      | VAS                          | 41 TITLE                                              |                       |
| NAME                       | SPIELBERGER, THOMAS C        | 42 NAME                                               |                       |
| STREET ADDRESS             | 1751 LAKE COOK RD, SUITE 550 | 43 STREET ADDRESS                                     |                       |
| CITY-ST-ZIP                | DEERFIELD IL 60015           | 44 CITY-ST-ZIP                                        |                       |
| TITLE                      | AS                           | 51 TITLE                                              |                       |
| NAME                       | FISHER, G. ROBERT            | 52 NAME                                               |                       |
| STREET ADDRESS             | 1200 MAIN ST, SUITE 3500     | 53 STREET ADDRESS                                     |                       |
| CITY-ST-ZIP                | KANSAS CITY MO 64105         | 54 CITY-ST-ZIP                                        |                       |
| TITLE                      | AS                           | 61 TITLE                                              |                       |
| NAME                       | CARLSON, JAMES B             | 62 NAME                                               |                       |
| STREET ADDRESS             | 1675 BROADWAY                | 63 STREET ADDRESS                                     |                       |
| CITY-ST-ZIP                | NEW YORK NY 10019            | 64 CITY-ST-ZIP                                        |                       |

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 included 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 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or in an attachment with an address.

SIGNATURE:

DANIEL C. HARMS, TREASURER - VICE PRESIDENT

JULY 9, 1996

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JII/ Sales Promotion Associates, Inc.  
Directors And Officers

|                                                     |                     |                                                               |
|-----------------------------------------------------|---------------------|---------------------------------------------------------------|
| DIRECTOR:                                           | John W. Jordan II   | 1751 Lake Cook Road<br>Deerfield, IL 60015                    |
| DIRECTOR:<br>SECRETARY:                             | Thomas H. Quinn     | 1751 Lake Cook Road<br>Deerfield, IL 60015                    |
| DIRECTOR:<br>VICE PRESIDENT:<br>ASSISTANT SECRETARY | David C. Makarewicz | 1751 Lake Cook Road<br>Deerfield, IL 60015                    |
| PRESIDENT:                                          | Rick Prather        | 545 Walnut Street<br>Coshocton, OH 43812                      |
| TREASURER:<br>VICE PRESIDENT:                       | Daniel C. Harms     | 545 Walnut Street<br>Coshocton, OH 43812                      |
| VICE PRESIDENT:<br>ASSISTANT SECRETARY:             | Jonathan F. Boucher | 315 Park Avenue South<br>New York, NY 10010                   |
| VICE PRESIDENT:<br>ASSISTANT SECRETARY:             | Thomas Spielberger  | 1751 Lake Cook Road<br>Deerfield, IL 60015                    |
| ASSISTANT SECRETARY:                                | G. Robert Fisher    | One Kansas Place<br>1200 Main Street<br>Kansas City, MO 64105 |
| ASSISTANT SECRETARY:                                | James B. Carlson    | One Kansas Place<br>1200 Main Street<br>Kansas City, MO 64105 |