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Apr 10 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # F95000005599 (4)			
1. Corporation Name USCC PAYROLL CORPORATION			
Principal Place of Business 8410 W. Bryn Mawr Ave Suite 700 Chicago, IL 60631		Mailing Address 8410 W. Bryn Mawr Ave. Suite 700 Chicago, IL 60631	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	
9. Name and Address of Current Registered Agent Corporation Service Company 1201 Hays Street 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			
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 12. OFFICERS AND DIRECTORS 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
12. OFFICERS AND DIRECTORS TITLE PD NAME Nelson, HD STREET ADDRESS 8410 W. Bryn Mawr, Ste. 700 CITY-STATE-ZIP Chicago, IL 60631 TITLE VT NAME Meyers, Kenneth R STREET ADDRESS 8410 W. Bryn Mawr, Ste. 700 CITY-STATE-ZIP Chicago, IL 60631 TITLE S NAME Fitzell, Stephen P STREET ADDRESS One First National Plaza CITY-STATE-ZIP Chicago, IL 60603 TITLE D NAME Carlson, LeRoy T STREET ADDRESS 30 N. LaSalle St. Ste. 4000 CITY-STATE-ZIP Chicago, IL 60602 TITLE V NAME Goehring, Richard W. STREET ADDRESS 8410 W. Bryn Mawr Ste 700 CITY-STATE-ZIP Chicago, IL 60631 TITLE V NAME Towers, Edward W STREET ADDRESS 30 N. LaSalle St. Ste. 4000 CITY-STATE-ZIP Chicago, IL 60602		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 11 TITLE Assistant Secretary 12 NAME Mark Krohse 13 STREET ADDRESS 8410 W. Bryn Mawr, Suite 700 14 CITY-STATE-ZIP Chicago, IL 60631 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100	

SIGNATURE: Mark A. Krohse Mark A. Krohse
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/31/98 773-399-8912

CR2E034 (10/97)