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FILED
Mar 12 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F96000005946 (6)

1. Corporation Name
HRC III, INC.



Principal Place of Business
180 NORTH LASALLE STREET
CHICAGO IL 60601

Mailing Address
180 NORTH LASALLE STREET
CHICAGO IL 60601-2501

2. Principal Place of Business

21 State, Apt. # etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 c/o Gail Carey

Suite Apt. #, etc.

27 180 N. LaSalle Street

City & State

28 Chicago, Illinois

Zip Country

29 60601 30 USA

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

3. Date Incorporated or Qualified
11/14/1996

3a. Date of Last Report

4. FEI Number

36-3627341

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 has liability for intangible tax under s. 199.032,
Florida Statutes



Yes No

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 of the person who is the registered agent and file applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PC	<input type="checkbox"/> DELETE
NAME	PERLMUTTER, STEPHEN M	
STREET ADDRESS	1733 SPRUCE AVENUE	
CITY-STATE-ZIP	HIGHLAND PARK IL 60635	
TITLE	VAS	<input type="checkbox"/> DELETE
NAME	KUEHNLE, HERBERT W	
STREET ADDRESS	2 SOUTH 670 AVE. NORTH EAST	
CITY-STATE-ZIP	OAK BROOK IL 60521	
TITLE	SVD	<input type="checkbox"/> DELETE
NAME	KATZ, STUART C	
STREET ADDRESS	40 W. SCHILLER	
CITY-STATE-ZIP	CHICAGO IL 60610	
TITLE	TV	<input type="checkbox"/> DELETE
NAME	SMITH, ROGER E	
STREET ADDRESS	1225 STRATFORD PLACE	
CITY-STATE-ZIP	NORTHBROOK IL 60062	
TITLE	VAS	<input type="checkbox"/> DELETE
NAME	METZNER, RICHARD J	
STREET ADDRESS	1910 N. FREMONT	
CITY-STATE-ZIP	CHICAGO IL 60614	
TITLE	V	<input type="checkbox"/> DELETE
NAME	EDELMAN, HOWARD	
STREET ADDRESS	2374 ST. JOHNS AVENUE	
CITY-STATE-ZIP	HIGHLAND PARK IL 60035	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-STATE-ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-STATE-ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-STATE-ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-STATE-ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-STATE-ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 CITY-STATE-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 and Typed or Printed Name of Signing Officer or Director
Howard J. Edelman/V.P.

Date 2/27/97 (312) 855-5700

CR2E034 (9/96)