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Feb 18 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 # F97000003605 (9)

1. Corporation Name
PCS SALES (USA), INC.

Principal Place of Business
5750 OLD ORCHARD RD STE 440
SKOKIE IL 60077

Mailing Address
5750 OLD ORCHARD RD STE 440
SKOKIE IL 60077

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/10/1997

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

4. FEI Number

36-4065355

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

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 SO 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

Signature, typed or printed name of registered agent and date if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PD
NAME CHILDERS, CHARLES E
STREET ADDRESS 5750 OLD ORCHARD RD STE 440
CITY - ST - ZIP SKOKIE IL 60077

TITLE SD
NAME HAMPTON, JOHN L
STREET ADDRESS 5750 OLD ORCHARD RD STE 440
CITY - ST - ZIP SKOKIE IL 60077

TITLE TD
NAME HUMPHREYS, BARRY E
STREET ADDRESS 5750 OLD ORCHARD RD STE 440
CITY - ST - ZIP SKOKIE IL 60077

TITLE AS
NAME KIRKPATRICK, ROBERT
STREET ADDRESS 5750 OLD ORCHARD RD STE 440
CITY - ST - ZIP SKOKIE IL 60077

TITLE AS
NAME YOUNGER, T C
STREET ADDRESS 5750 OLD ORCHARD RD STE 440
CITY - ST - ZIP SKOKIE IL 60077

TITLE VP
NAME WILSON, P. R
STREET ADDRESS 5750 OLD ORCHARD RD STE 440
CITY - ST - ZIP SKOKIE IL 60077

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY - ST - ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY - ST - ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY - ST - ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY - ST - ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY - ST - ZIP

14. I 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 as an attachment with an address

SIGNATURE:

FEB 3/98

(306)-933-8500

CR2E034 (10/97)