

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
Aug 02, 1999 8:00 am
Secretary of State

08-02-1999 90003 047 ***550.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000006415
 1. Corporation Name
ATC DISTRIBUTION GROUP, INC.



Principal Place of Business 900 OAKMONT LANE, SUITE 100 WESTMONT IL 60559	Mailing Address ATTN: ACCOUNTS PAYABLE DEPT. 4282 E. BLUE LICK ROAD LOUISVILLE KY 40232
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 ONE OAK HILL
22 City & State	27 SUITE 400
23 Zip	28 WESTMONT, IL
24 Country	29 60559
25	30 Country

3. Date Incorporated or Qualified 12/05/1997	
4. FEI Number 36-4175382	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property.	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent
NRAI SERVICES, INC.
526 E. PARK AVENUE
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	PERKINS, STEPHEN J	
STREET ADDRESS	900 OAKMONT LANE, SUITE 100	
CITY-ST-ZIP	WESTMONT IL 60559	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	DEARBAUGH, WESLEY N	
STREET ADDRESS	900 OAKMONT LANE, SUITE 100	
CITY-ST-ZIP	WESTMONT IL 60559	
TITLE	SV	<input type="checkbox"/> DELETE
NAME	SALAMUNOVICH, JOSEPH	
STREET ADDRESS	900 OAKMONT LANE, SUITE 100	
CITY-ST-ZIP	WESTMONT IL 60559	
TITLE	CFO	<input type="checkbox"/> DELETE
NAME	BUIE, DANIEL C	
STREET ADDRESS	900 OAKMONT LANE, SUITE 100	
CITY-ST-ZIP	WESTMONT IL 60559	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	KENT, J C	
STREET ADDRESS	900 OAKMONT LN, STE 100	
CITY-ST-ZIP	WESTMONT IL 60559	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	MICHAEL T. DUBOSE	
1.3 STREET ADDRESS	2220 KINCAID RD	
1.4 CITY-ST-ZIP	WILLIAMS, OR 97544	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	CFO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	BARRY KOHN	
4.3 STREET ADDRESS	10935 HASTINGS LN	
4.4 CITY-ST-ZIP	POWELL, OH 43065	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 on an attachment with an address.

SIGNATURE: _____ DATE: 7/12/99 630-455-6000

CR2E034 (5/99)