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Feb 20, 1999 8:00 am
Secretary of State

02-20-1999 90011 001 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F98000002303**

1. Corporation Name
WESTCHESTER ASSET MANAGEMENT, INC.

Principal Place of Business: 2407 S. NEIL ST. CHAMPAIGN IL 61820
 Mailing Address: 2407 S. NEIL ST. CHAMPAIGN IL 61820



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/22/1998	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 37-1193972	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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	FL	85

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	CP	<input type="checkbox"/> DELETE	1.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	WISE, MURRAY R		1.2 NAME				
STREET ADDRESS	2407 S. NEIL ST.		1.3 STREET ADDRESS				
CITY-ST-ZIP	CHAMPAIGN IL 61820		1.4 CITY-ST-ZIP				
TITLE	S	<input type="checkbox"/> DELETE	2.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	KNIGHT, JAMIE L		2.2 NAME				
STREET ADDRESS	2407 S. NEIL ST.		2.3 STREET ADDRESS				
CITY-ST-ZIP	CHAMPAIGN IL 61820		2.4 CITY-ST-ZIP				
TITLE		<input type="checkbox"/> DELETE	3.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME			3.2 NAME				
STREET ADDRESS			3.3 STREET ADDRESS				
CITY-ST-ZIP			3.4 CITY-ST-ZIP				
TITLE		<input type="checkbox"/> DELETE	4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME			4.2 NAME				
STREET ADDRESS			4.3 STREET ADDRESS				
CITY-ST-ZIP			4.4 CITY-ST-ZIP				
TITLE		<input type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME			5.2 NAME				
STREET ADDRESS			5.3 STREET ADDRESS				
CITY-ST-ZIP			5.4 CITY-ST-ZIP				
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME			6.2 NAME				
STREET ADDRESS			6.3 STREET ADDRESS				
CITY-ST-ZIP			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, with all other like empowered.

SIGNATURE: *[Signature]* 1/20/99 217/3526000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Day/Time Phone #

CR2E034 (11/98)

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