

File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999	 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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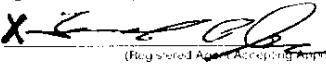
1. Name and Mailing Address of Limited Liability Company GAGE FOOD PRODUCTS, LLC 1501 N 31ST AVE MELROSE PARK IL 60160	DOCUMENT # M98000000738 GA-AR CM
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2 Principal Place of Business MELROSE PARK IL Suite, Apt. #, etc.	2a. Mailing Address 1501 N. 31ST AVE Suite, Apt. #, etc.
City & State MELROSE PARK IL Zip 60160 Country COOK	City & State IL Zip 60160 Country COOK

1a. Principal Place of Business Address 1501 N 31ST AVE MELROSE PARK IL 60160	3. Date Organized or Qualified 07/07/1998	3a. State of Formation IL
4. FEI Number 39-1919677	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report	6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	

7. Name and Address of Current Registered Agent JAMES, ALAN 682 VENSON CT DELTONA FL 32738	8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE  DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent's signature required when new agent)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	BIBLER, RICHARD S	500 WEST BROWN DEER ROAD, S	MILWAUKEE WI
MGR	PICCIONE, JAMES	1501 N 31ST AVENUE	MELROSE PARK IL
MGR	BLUMENTHAL, WARREN	411 EAST WISCONSIN AVENUE	MILWAUKEE WI
MGR	MAREK, ALAN	135 SOUTH LASALLE STREET,	CHICAGO IL
MGR	MARTIN, JAMES	1501 N 31ST AVENUE	MELROSE PARK IL
MGR	BLUMENTHAL, STEVEN	200 NORTH LASALE STREET, SU	CHICAGO IL

11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:  PRESIDENT
708
338/1501