

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

Jan 29 1998 8:00am  
Secretary of State

|                                                |                                                                                   |                                                                                                           |
|------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1998 |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

DOCUMENT # **P01570** (1)  
1. Corporation Name  
**RESOURCE DEALER GROUP, INC.**

|                                                                                             |                                                                 |
|---------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| Principal Place of Business<br>2550 W GOLF RD<br>STE. 600<br>ROLLING MEADOWS IL 60008<br>US | Mailing Address<br>1345 RIVER BEND DR.<br>DALLAS TX 75247<br>US |
|---------------------------------------------------------------------------------------------|-----------------------------------------------------------------|



DO NOT WRITE IN THIS SPACE

|                                |                     |                     |                     |                                                                                                                                                                            |  |
|--------------------------------|---------------------|---------------------|---------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 2. Principal Place of Business |                     | 2a. Mailing Address |                     | 3. Date Incorporated or Qualified<br>04/10/1984                                                                                                                            |  |
| 21                             | Suite, Apt. #, etc. | 26                  | Suite, Apt. #, etc. | 4. FEI Number<br>36-2734655                                                                                                                                                |  |
| 22                             | City & State        | 27                  | City & State        | 5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required                                                                        |  |
| 23                             | Zip                 | 28                  | Zip                 | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees                                                             |  |
| 24                             | Country             | 29                  | Country             | 8. This corporation owes or has paid the current year Intangible<br>Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |  |

|                                                                                                                             |  |  |  |                                              |                                                    |
|-----------------------------------------------------------------------------------------------------------------------------|--|--|--|----------------------------------------------|----------------------------------------------------|
| 9. Name and Address of Current Registered Agent<br>CT CORPORATION SYSTEM<br>1200 S. PINE ISLAND ROAD<br>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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

| 12. OFFICERS AND DIRECTORS |                                               | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                                                      |
|----------------------------|-----------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------------------------------|
| TITLE                      | PDCE <input type="checkbox"/> DELETE          | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                    |
| NAME                       | DONAHUE, PATRICK K                            | 1.2 NAME                                              |                                                                                                      |
| STREET ADDRESS             | 2550 W GOLF ROAD STE 600                      | 1.3 STREET ADDRESS                                    |                                                                                                      |
| CITY-ST-ZIP                | ROLLING MEADOWS IL                            | 1.4 CITY-ST-ZIP                                       |                                                                                                      |
| TITLE                      | D <input type="checkbox"/> DELETE             | 2.1 TITLE                                             | Director/Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       | SMITH, L KELLER                               | 2.2 NAME                                              | Smith, L. Keller                                                                                     |
| STREET ADDRESS             | 1345 RIVER BEND DR.                           | 2.3 STREET ADDRESS                                    |                                                                                                      |
| CITY-ST-ZIP                | DALLAS TX                                     | 2.4 CITY-ST-ZIP                                       |                                                                                                      |
| TITLE                      | DS <input type="checkbox"/> DELETE            | 3.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                    |
| NAME                       | SERAFIN, JOHN H.                              | 3.2 NAME                                              |                                                                                                      |
| STREET ADDRESS             | 2550 W GOLF RD STE 600                        | 3.3 STREET ADDRESS                                    |                                                                                                      |
| CITY-ST-ZIP                | ROLLING MEADOW IL                             | 3.4 CITY-ST-ZIP                                       |                                                                                                      |
| TITLE                      | I <input type="checkbox"/> DELETE             | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                    |
| NAME                       | BIGLEY, WILLIAM J                             | 4.2 NAME                                              |                                                                                                      |
| STREET ADDRESS             | 1345 RIVER BEND DR                            | 4.3 STREET ADDRESS                                    |                                                                                                      |
| CITY-ST-ZIP                | DALLAS TX                                     | 4.4 CITY-ST-ZIP                                       |                                                                                                      |
| TITLE                      | S <input checked="" type="checkbox"/> DELETE  | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                    |
| NAME                       | LORENZ, HUGO A.                               | 5.2 NAME                                              |                                                                                                      |
| STREET ADDRESS             | 123 N. WACKER DRIVE                           | 5.3 STREET ADDRESS                                    |                                                                                                      |
| CITY-ST-ZIP                | CHICAGO IL                                    | 5.4 CITY-ST-ZIP                                       |                                                                                                      |
| TITLE                      | PC <input checked="" type="checkbox"/> DELETE | 6.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                    |
| NAME                       | SINGER, KARL L                                | 6.2 NAME                                              |                                                                                                      |
| STREET ADDRESS             | 123 N. WACKER DRIVE                           | 6.3 STREET ADDRESS                                    |                                                                                                      |
| CITY-ST-ZIP                | CHICAGO IL                                    | 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)(j), 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: William J Bigley **WILLIAM J BIGLEY** Treasurer 1/20/98 (214) 634-7014

CR2E034 (10/97)