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**Apr 28 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P07543 (2)
1. Corporation Name
OCE-USA, INC.



Principal Place of Business: 5450 N. CUMBERLAND AVE. CHICAGO IL 60656
Mailing Address: 5450 N. CUMBERLAND AVE. CHICAGO IL 60656-1484

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	09/25/1985	05/01/1996
22	City & State	27	City & State	4. FBI Number	Applied For
23	Zip	28	Zip	06-1070101	Not Applicable
24	Country	29	Country	5. Certificate of Status Desired	\$8.75 Additional Fee Required
25		30		<input type="checkbox"/>	6. Election Campaign Financing Trust Fund Contribution
					<input type="checkbox"/> \$5.00 May Be Added to Fees
					8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes
					<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
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
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: If registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
DP	DIX, JOHANNES	1122 N. CLARK	CHICAGO IL	<input type="checkbox"/>
D	HARDIE, JAMES H.	430 OLD MILL RD	PITTSBURGH PA	<input type="checkbox"/>
VP	COHEN, HOWARD S.	5450 N. CUMBERLAND	CHICAGO IL	<input checked="" type="checkbox"/>
VP	MAYER, WILLIAM	2305 N. COMMONWEALTH	CHICAGO IL	<input type="checkbox"/>
VSTC	DHARAMSHI, TAJDEEN	5450 N. CUMBERLAND	CHICAGO IL 60656	<input checked="" type="checkbox"/>
ASST SECRETARY	RONALD W. LARSON	5450 N. CUMBERLAND	CHICAGO, IL 60656	<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1. TITLE	2. NAME	3. STREET ADDRESS	4. CITY-ST-ZIP	5. TITLE	6. NAME	7. STREET ADDRESS	8. CITY-ST-ZIP	9. TITLE	10. NAME	11. STREET ADDRESS	12. CITY-ST-ZIP	13. TITLE	14. NAME	15. STREET ADDRESS	16. CITY-ST-ZIP	Change	Addition
VSTC	DENNIS F. RIORDAN	5450 N. CUMBERLAND AV.	CHICAGO IL 60656	VICE PRES.	DANIEL KRZESINSKI	5450 N. CUMBERLAND	CHICAGO, IL 60656	VICE PRES.	JOSEPH MARCIANO	5450 N. CUMBERLAND	CHICAGO, IL 60656	DIRECTOR	BARRY L. MALLERN	5450 N. CUMBERLAND	CHICAGO, IL 60656	<input type="checkbox"/>	<input checked="" type="checkbox"/>
																<input type="checkbox"/>	<input checked="" type="checkbox"/>
																<input type="checkbox"/>	<input checked="" type="checkbox"/>
																<input type="checkbox"/>	<input checked="" type="checkbox"/>

14. 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 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 _____

CR2E034 (9/96)