

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

FILED
May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P11945 (3)
 1. Corporation Name
GAYLORD CONTAINER CORPORATION



Principal Place of Business 500 LAKE COOK RD STE. 400 DEERFIELD IL 60015	Mailing Address 500 LAKE COOK RD STE. 400 DEERFIELD IL 60015
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/29/1986	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 36-3472452	Applied For <input type="checkbox"/> Not Applicable
23 Zip	25 Country	29 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
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 Zip Code
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees					
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					

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	VP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PARK, JEFFREY B	1.2 NAME	
STREET ADDRESS	500 LAKE COOK RD. #400	1.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	1.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TANAKA, DAVID F.	2.2 NAME	
STREET ADDRESS	500 LAKE COOK RD STE 400	2.3 STREET ADDRESS	
CITY-ST-ZIP	DEERFIELD IL	2.4 CITY-ST-ZIP	
TITLE	CD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POMERANTZ, MARVIN A.	3.2 NAME	
STREET ADDRESS	500 LAKE COOK RD. #400	3.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAYFORD, WARREN J.	4.2 NAME	
STREET ADDRESS	500 LAKE COOK RD. #400	4.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAWKINS, DAVID B.	5.2 NAME	
STREET ADDRESS	4700 WESTOWN PARKWAY	5.3 STREET ADDRESS	
CITY-ST-ZIP	W. DES MOINES IA	5.4 CITY-ST-ZIP	
TITLE	SEE ATTACHED <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.

SIGNATURE:  **THOMAS STEFFEN** 4/30/98

CR2E034 (10/97)

GAYLORD CONTAINER CORPORATION

The names and respective addresses of Gaylord Container Corporation's directors as of September 28, 1997 are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Ralph L. MacDonald, Jr.	Director	1890 South 14th street Suite 110 Amelia Island, FL 32034
David B. Hawkins	Director	4800 Westown Pkwy. Des Moines, IA 50265
John Hawkinson	Director	222 S. Riverside Plaza Chicago, IL 60606
Warren J. Hayford	Director	BWAY Corp. 560 Green Bay Road Winnetka, IL 60093
Richard S. Levitt	Director	Nellis Management Co. 6200 Aurora Ste. 310 W Urbandale, IA 50322
Harve A. Ferrill	Director	Advance Ross Corp. 233 S. Wacker Drive #9700 Chicago, IL 60606-6502
John E. Goodenow	Director	c/o The Plaza Highway 71 North Okoboji, IA 51355
Thomas H. Stoner	Director	410 Severn Avenue #309 Annapolis, MD 21403
Mary Sue Coleman	Director	Office of the President 101 Jessup Hall University of Iowa Iowa City, IA 52242-1316
Charles S. Johnson	Director	Pioneer Hi-Bred International, Inc. 400 Locust Street Suite 800 Des Moines, IA 50309
Marvin A. Pomerantz	Chairman/Chief Executive Officer	4700 Westown Pkwy. Suite 303 Des Moines, IA 50265

GAYLORD CONTAINER CORPORATION

The names and respective addresses of Gaylord Container Corporation's officers as of September 28, 1997 are:

Daniel P. Casey	Executive Vice President	500 Lake Cook Road Suite 400 Deerfield, IL 60015
Dale E. Stahl	President and Chief Operating Officer	500 Lake Cook Road Suite 400 Deerfield, IL 60015
Jeffrey B. Park	Vice President - Corporate Controller	500 Lake Cook Road Suite 400 Deerfield, IL 60015
David F. Tanaka	Vice President, Secretary and General Counsel	500 Lake Cook Road Suite 400 Deerfield, IL 60015
Richard E. Storat	Vice President - Corporate Affairs	500 Lake Cook Road Suite 400 Deerfield, IL 60015
Lawrence G. Rogna	Senior Vice President	500 Lake Cook Road Suite 400 Deerfield, IL 60015
Michael J. Keough	Vice President - Container Operations	500 Lake Cook Road Suite 400 Deerfield, IL 60015
Ray C. Dillon	Vice President - Primary Product Operations	500 Lake Cook Road Suite 400 Deerfield, IL 60015
Catherine Curran	Assistant Treasurer	500 Lake Cook Road Suite 400 Deerfield, IL 60015
Thomas Steffen	Assistant Treasurer	500 Lake Cook Road Suite 400 Deerfield, IL 60015