

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

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PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P19379 (7)

1. Corporation Name
WEINSTEIN BROTHERS INC.



Principal Place of Business 111 SKOKIE BLVD. WILMETTE IL 60091	Mailing Address 111 SKOKIE BLVD. WILMETTE IL 60091
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3. Date Incorporated or Qualified 05/25/1988	3a. Date of Last Report 04/03/1995
4. FEI Number 36-1941550	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
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 checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. BURNABY, B.C.
24. Country	29. V5G 3S8
25. Country	30. CANADA

9. Name and Address of Current Registered Agent

**GROSSBERG, ARTHUR J.
 3201 NORTH 72ND AVENUE
 HOLLYWOOD FL 33024**

10. Name and Address of New Registered Agent

81. Name	
82. Street Address (P.O. Box Number is Not Acceptable)	200001794782
83. City	04/25/96--01071--028
84. City	***200.00
85. Zip Code	FL

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

TITLE	DPT	<input type="checkbox"/> DELETE
NAME	WEINSTEIN, JOEL W.	
STREET ADDRESS	111 SKOKIE BLVD.	
CITY-ST-ZIP	WILMETTE IL	
TITLE	DVS	<input type="checkbox"/> DELETE
NAME	CUTLER, NORMAN	
STREET ADDRESS	111 SKOKIE BLVD.	
CITY-ST-ZIP	WILMETTE IL	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	MCLANEY, MELISSA L.	
STREET ADDRESS	111 SKOKIE BLVD.	
CITY-ST-ZIP	WILMETTE IL	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	COHN, MARVIN	
STREET ADDRESS	55 EAST MONROE	
CITY-ST-ZIP	CHICAGO IL	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	KOLB, GARY	
STREET ADDRESS	111 SKOKIE BLVD.	
CITY-ST-ZIP	WILMETTE IL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	GOLDMAN, IRWIN	
STREET ADDRESS	111 SKOKIE BLVD	
CITY-ST-ZIP	WILMETTE IL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	C	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP	ZIP = 60091	
2.1 TITLE	D CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP	ZIP = 60091	
3.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	LOEWEN, RAYMOND L.	
3.3 STREET ADDRESS	4126 NORLAND AVENUE	
3.4 CITY-ST-ZIP	BURNABY, B.C., CANADA V5G 3S8	
4.1 TITLE	DAS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	HYNDMAN, PETER S.	
4.3 STREET ADDRESS	4126 NORLAND AVENUE	
4.4 CITY-ST-ZIP	BURNABY, B.C., CANADA V5G 3S8	
5.1 TITLE	P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	WEINSTEIN, ROBERT A.	
5.3 STREET ADDRESS	335 W. DUNDEE ROAD, #202	
5.4 CITY-ST-ZIP	BUFFALO GROVE, IL 60089-3545	
6.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	111 SKOKIE BLVD.	
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP	ZIP = 60091	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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, upon an attachment with an address.

SIGNATURE: _____ **PETER S. HYNDMAN MARCH 22, 1996 (604) 299-9321**

Date: _____ Daytime Phone #: _____

CR2E034 (12/95)

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PROFIT CORPORATION ANNUAL REPORT

WEINSTEIN BROTHERS, INC.

13. CONTINUED: ADDITION

7.1 TITLE: V
7.2 NAME: WEINSTEIN, MARK
7.3 STREET ADDRESS: 111 SKOKIE BOULEVARD
7.4 CITY-ST-ZIP: WILMETTE, IL 60091

8.1 TITLE: V
8.2 NAME: GROSSBERG, ARTHUR
8.3 STREET ADDRESS: 3201 N. 72ND AVENUE
8.4 CITY-ST-ZIP: HOLLYWOOD, FL. 33024

9.1 TITLE: ST
9.2 NAME: SCHWEER, MICHAEL L.
9.3 STREET ADDRESS: 800-50 EAST RIVERCENTER BLVD.
9.4 CITY-ST-ZIP: COVINGTON, KY 41011

10.1 TITLE: AS
10.2 NAME: BIRCH, TIMOTHY A.
10.3 STREET ADDRESS: 50 EAST RIVERCENTER BLVD.
10.4 CITY-ST-ZIP: COVINGTON, KY 41011