

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

FILED  
Apr 16 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P19404** (3)  
1. Corporation Name  
**SUNSTATES CORPORATION**

Principal Place of Business <b>4800 MARRIOTT DRIVE, S-200 RALEIGH NC 27612-3365</b>	Mailing Address <b>4800 MARRIOTT DRIVE, S-200 RALEIGH NC 27612-3303</b>
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>05/26/1988</b>	3a. Date of Last Report <b>03/22/1996</b>
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number <b>22-1664434</b>		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75</b> Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00</b> May Be Added to Fees	
24 Country	29 Country	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 <b>THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301</b>		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's signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MORTENSON, LEE N.	1.2 NAME	
STREET ADDRESS	55 E MONROE ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL 60603	1.4 CITY-ST-ZIP	
TITLE	SVP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEONARD, RICHARD A.	2.2 NAME	
STREET ADDRESS	4800 MARRIOTT DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	RALEIGH NC	2.4 CITY-ST-ZIP	
TITLE	TVP	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KENNEDY, GLENN J.	3.2 NAME	
STREET ADDRESS	4800 MARRIOTT DR.	3.3 STREET ADDRESS	
CITY-ST-ZIP	RALEIGH NC	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRIEDMAN, HOWARD	4.2 NAME	
STREET ADDRESS	10 S. WACKER	4.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ENGLE, CLYDE WM.	5.2 NAME	
STREET ADDRESS	55 E MONROE ST	5.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL 60603	5.4 CITY-ST-ZIP	
TITLE		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 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: *Richard A. Leonard* VP & Sec. 2/21/97 (919) 781-5611

CR2E034 (9/96)