

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

FILED
Feb 17 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # **P19404** (3)
1. Corporation Name
SUNSTATES CORPORATION



Principal Place of Business
**4800 MARIOTT DRIVE, S-200
RALEIGH NC 27612-3365**

Mailing Address
**4800 MARIOTT DRIVE, S-200
RALEIGH NC 27612-3365**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/26/1988	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 22-1664434	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing 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 Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

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

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

Signature, typed or printed name of registered agent and to whom applicable

(NOT) 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 MARIOTT 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 MARIOTT 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 checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Director
STREET ADDRESS		6.3 STREET ADDRESS	Harold Sampson
CITY-ST-ZIP		6.4 CITY-ST-ZIP	4600 Marriott Dr., Suite 200 Raleigh, NC 27612

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

[Signature]

Richard A. Leonard, 1/2/98

CR2E034 (10/97)