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Apr 25 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P29701 (0)

1. Corporation Name
HOOSIER FACTORIES INCORPORATED



Principal Place of Business 8000 SOUTH OHIO ST. MICHIGAN CITY IN 46360	Mailing Address 5000 SOUTH OHIO ST. MICHIGAN CITY IN 46360-7740
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 06/07/1990	3a. Date of Last Report 05/01/1996
21 Suite, Apt. #, etc	26 Suite, Apt. #, etc.	4. FEI Number 35-1103970	Applied For <input type="checkbox"/> Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip Country	28 Zip Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	25	29	30
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	

UNITED STATES CORPORATION COMPANY
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RICKS, ROYDON R	1.2 NAME	
STREET ADDRESS	5000 SOUTH OHIO ST.	1.3 STREET ADDRESS	
CITY-ST-ZIP	MICHIGAN CITY IN	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HAND, ELBERT O.	2.2 NAME	BELLUSCI, BRUCE
STREET ADDRESS	101 N. WACKER DR.	2.3 STREET ADDRESS	5000 S. OHIO ST.
CITY-ST-ZIP	CHICAGO IL	2.4 CITY-ST-ZIP	MICHIGAN CITY, IN 46360
TITLE	VD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MORGAN, GLEN R	3.2 NAME	
STREET ADDRESS	101 N WACKER DR	3.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	3.4 CITY-ST-ZIP	
TITLE	TD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CONDON, JAMES E	4.2 NAME	
STREET ADDRESS	101 N. WACKER DR.	4.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SPRINGBORN, ROBERT L	5.2 NAME	SMITH, THOMAS
STREET ADDRESS	101 N WACKER DR	5.3 STREET ADDRESS	5000 S. OHIO ST.
CITY-ST-ZIP	CHICAGO IL	5.4 CITY-ST-ZIP	MICHIGAN CITY, IN 46360
TITLE	SD	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PROCZKO, TARAS R	6.2 NAME	
STREET ADDRESS	101 N WACKER DR	6.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	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: *Taras R. Proczko* **TARAS R. PROCZKO, SEC'Y** 4/27/97 312 357-5321

CR2E034 (9/96)

HOOSIER FACTORIES, INCORPORATED
1997 FLORIDA ANNUAL REPORT
Exhibit "A" to Document #P29701
Additional Officers and Directors

<u>Name</u>	<u>Office</u>	<u>Address</u>
Raymond S. Swapa	Assistant Treasurer	101 North Wacker Drive Chicago, IL 60606
Andrew A. Zahr	Assistant Treasurer	101 North Wacker Drive Chicago, IL 60606
Kenneth A. Hoffman	Director	101 North Wacker Drive Chicago, IL 60606