

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Aug 15 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 # P37002 (3)
1. Corporation Name
CARRIAGE CROSSINGS, INC.

Principal Place of Business
2355 WAUKEGAN ROAD
SUITE A200
BANNOCKBURN IL 60015
US

Mailing Address
2355 WAUKEGAN ROAD
SUITE A200
BANNOCKBURN IL 60015
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 12/27/1991	3a. Date of Last Report 04/24/1996	4. FEI Number 36-3804344	Applied For 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 owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM, INC.
1201 HAYES ST.
STE. #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 title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOP	1.1 TITLE	SVP
NAME	MEADOR, THOMAS E.	1.2 NAME	Powell, John K.
STREET ADDRESS	2355 WAUKEGAN RD., STE A200	1.3 STREET ADDRESS	2355 Waukegan Rd, Suite A200
CITY-ST-ZIP	BANNOCKBURN IL 60015	1.4 CITY-ST-ZIP	Bannockburn, IL 60015
TITLE	SVP	2.1 TITLE	CFO, managing Director
NAME	LIEBERMAN, ALAN G	2.2 NAME	Kosik, Jayne A.
STREET ADDRESS	2355 WAUKEGAN RD. STE A200	2.3 STREET ADDRESS	2355 Waukegan Rd, Suite A200
CITY-ST-ZIP	BANNOCKBURN IL 60015	2.4 CITY-ST-ZIP	Bannockburn, IL 60015
TITLE	SVP	3.1 TITLE	
NAME	DARRAGH, ALEXANDER J	3.2 NAME	
STREET ADDRESS	2355 WAUKEGAN RD., STE A200	3.3 STREET ADDRESS	
CITY-ST-ZIP	BANNOCKBURN IL 60015	3.4 CITY-ST-ZIP	
TITLE	VS	4.1 TITLE	Managing Director, General
NAME	OGLE, JERRY M.	4.2 NAME	Counsel & Secretary
STREET ADDRESS	2355 WAUKEGAN RD., STE A200	4.3 STREET ADDRESS	
CITY-ST-ZIP	BANNOCKBURN IL 60015	4.4 CITY-ST-ZIP	
TITLE	CFOP	5.1 TITLE	
NAME	PARKER, BRIAN D	5.2 NAME	
STREET ADDRESS	2355 WAUKEGAN RD., STE A200	5.3 STREET ADDRESS	
CITY-ST-ZIP	BANNOCKBURN IL	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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:

8/7/97

847-317-
4380

CR2E034 (4/97)