


FILED

Jan 30 1998 8:00am
Secretary of State

<p>PROFIT CORPORATION ANNUAL REPORT 1998</p>			<p>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</p>
<p>DOCUMENT # P38051 1. Corporation Name LEVY HOME ENTERTAINMENT, INC.</p>		<p>(9)</p>	
<p>Principal Place of Business 4201 RAYMOND DR. HILLSIDE IL 60162</p>		<p>Mailing Address 1200 NORTH BRANCH CHICAGO IL 60622 US</p>	



DO NOT WRITE IN THIS SPACE

				3. Date Incorporated or Qualified 03/19/1992			
2. Principal Place of Business			2a. Mailing Address			4. FEI Number 36-2672363	
21 Suite, Apt. #, etc.			26 Suite, Apt. #, etc.			Applied For Not Applicable	
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	
25 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		10. Name and Address of New Registered Agent	
THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301	81	Name	
	82	Street Address (P.O. Box Number is Not Acceptable)	
	83		
	84	City	FL

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 NAME STREET ADDRESS CITY - ST - ZIP	PD KLOSTER, CAROL G 1200 N. NORTH BRANCH ST. CHICAGO IL <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SVPS MARK A SMILEY 2100 N NORTH BRANCH ST CHICAGO IL <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VPGM HOWARD REESE 4201 RAYMOND DR HILLSIDE IL <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VPO TONY CARROZZA 4201 RAYMOND DR HILLSIDE IL <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VPS HESSELBACH, MICHEAL 4201 RAYMOND DR HILLSIDE IL <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP THOMAS LUBIN 1200 N NORTH BRANCH ST CHICAGO IL <input checked="" type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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 unchanged, or on an attachment with an address/

SIGNATURE: Mark S. Farley IRED

1/21/98 (312) 440-4400

CR2E034 (10/97)

LEVY HOME ENTERTAINMENT, INC.
FEIN: 36-2672363
STATEMENT ATTACHED TO AND MADE PART OF
FLORIDA CORPORATION ANNUAL REPORT 1998

Officers:

President	Carol G. Kloster	1200 N. North Branch Street Chicago, IL 60622
Treasurer & Secretary	Mark A. Smiley	1200 N. North Branch Street Chicago, IL 60622
Vice President & General Manager	Howard Reese	4201 Raymond Drive Hillside, IL 60162
Vice President Field Merchandising Services	Michael Hesselbach	4160 Madison Street Hillside, IL 60162
Vice President Operations	Tony Carrozza	4201 Raymond Drive Hillside, IL 60162
Asst. Secretary	Linda C. Harris	1200 N. North Branch Street Chicago, IL 60622

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Directors:

Barbara Levy Kipper

1200 N. North Branch Street
Chicago, IL 60622

Carol G. Kloster

1200 N. North Branch Street
Chicago, IL 60622