

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.)

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P41115 (7)
1. Corporation Name
INTERSTATE CENTERS COMPANY

Principal Place of Business
1301 EAST NINTH STREET, SUITE 2600
CLEVELAND OH 44114

Mailing Address
1301 EAST NINTH STREET, SUITE 2600
CLEVELAND OH 44114

FILED
Aug 14 1997 8:00am
Secretary of State



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 10/22/1992	3a. Date of Last Report 07/02/1996
4. FEI Number 34-1558295	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	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		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

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	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHERMAN, LAWRENCE C.	1.2 NAME	
STREET ADDRESS	1301 EAST 9TH ST., #2600	1.3 STREET ADDRESS	
CITY-ST-ZIP	CLEVELAND OH	1.4 CITY-ST-ZIP	
TITLE	VSD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	YANOWITZ, BENNETT	2.2 NAME	
STREET ADDRESS	1301 EAST 9TH ST., #2600	2.3 STREET ADDRESS	
CITY-ST-ZIP	CLEVELAND OH	2.4 CITY-ST-ZIP	
TITLE	VTD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RODENO, J. CHRISTOPHER	3.2 NAME	
STREET ADDRESS	8848 TANGLEWOOD TRAIL	3.3 STREET ADDRESS	
CITY-ST-ZIP	CHAGRIN FALLS OH	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		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, changed, or on an attachment with an address.

SIGNATURE:

Lawrence C. Sherman

8/12/97

216-736-3344

CR2E034 (4/97)