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May 12 1997 8:00am  
Secretary of State

PROFIT CORPORATION  
ANNUAL REPORT  
1997



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

DOCUMENT # P94000082140 (2)

1. Corporation Name  
MOTIVATIONAL INCENTIVES, INC.



Principal Place of Business: 1100 W TOUHY, ELK GROVE IL 60007 US  
Mailing Address: 1100 TOUHY, ELK GROVE IL 60007-4824 US

3. Date Incorporated or Qualified: 11/09/1994  
3a. Date of Last Report: 06/19/1996

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-headers for Suite, City & State, Zip, and Country.

4. FEI Number: 59-3287243  
5. Certificate of Status Desired: \$8.75 Additional Fee Required  
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees  
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent  
BARED & ASSOCIATES  
MADISON CIRCLE BLDG., THIRD FLOOR  
3191 CORAL WAY  
MIAMI FL 33145

10. Name and Address of New Registered Agent (81-85)

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)

12. OFFICERS AND DIRECTORS (Table with columns for Title, Name, Street Address, City-St-Zip, and a DELETE checkbox)

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 (Table with columns for Title, Name, Street Address, City-St-Zip, and Change/Addition checkboxes)

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: [Handwritten Signature] 4/7-1/97 847-437-2633  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)