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PROFIT
CORPORATION
ANNUAL REPORT
1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

99 FEB 15 AM 8:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P96000075593

1. Corporation Name
WATERTON PD II, INC.

Principal Place of Business	Mailing Address
225 W. ST WASHINGTON STREET ~~#1650~~ CHICAGO IL 60606	225 WEST WASHINGTON STREET ~~#1650~~ CHICAGO IL 60606

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22 Suite 1640	Suite, Apt. #, etc. 27 Suite 1640
City & State 23	City & State 28
Zip / Country 24 / 25	Zip / Country 29 / 30

3. Date Incorporated or Qualified
09/11/1996

4. FEI Number
36-4108479
[ ] Applied For
[ ] Not Applicable

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 owes the current year Intangible Personal Property Tax [ ] Yes [ ] No

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
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 **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 _____ DATE
Signature, typed or printed name of registered agent and title if applicable (Both Registered Agent Signature Required)

12. OFFICERS AND DIRECTORS		
TITLE	DPST	[ ] DELETE
NAME	VILIM, PETER M	
STREET ADDRESS	225 W. WASHINGTON ST., STE 1650	
CITY-ST-ZIP	CHICAGO IL 60606	
TITLE	DPST	[ ] DELETE
NAME	SCHWARTZ, DAVID R	
STREET ADDRESS	225 W. WASHINGTON ST., STE ~~1650~~	
CITY-ST-ZIP	CHICAGO IL 60606	
TITLE	VP	[ ] DELETE
NAME	SCHWARTZ, JAMES	
STREET ADDRESS	225 W. WASHINGTON ST., STE ~~1650~~	
CITY-ST-ZIP	CHICAGO IL 60606	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
11 TITLE		[ ] Change [ ] Addition
12 NAME		
13 STREET ADDRESS	Suite 1640	
14 CITY-ST-ZIP		
21 TITLE		[ ] Change [ ] Addition
22 NAME		
23 STREET ADDRESS	Suite 1640	
24 CITY-ST-ZIP		
31 TITLE		[ ] Change [ ] Addition
32 NAME		
33 STREET ADDRESS	Suite 1640	
34 CITY-ST-ZIP		
41 TITLE		[ ] Change [ ] Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		[ ] Change [ ] Addition
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		[ ] Change [ ] Addition
62 NAME		
63 STREET ADDRESS		
64 CITY-ST-ZIP		

FLORIDA PROFIT
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****150.00 ****150.00

2-17-99

CR2E034 (1/98)

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 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: _____ Peter M. Vilim 312-553-5270
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Telephone Number