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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 638805

1. Corporation Name
HARBOUR ISLAND INC.

Principal Place of Business 424 KNIGHTS RUN AVE. TAMPA FL 33602 US	Mailing Address 300 BENEFICIAL CENTER PEAPACK NJ 07977 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 2700 Sanders Rd Suite, Apt. #, etc. 22 Attn: Tax Dept City & State 23 Prospect Heights, IL Zip Country 24 60070 25 Cook	2a. Mailing Address 26 Same Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30
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3. Date Incorporated or Qualified 09/27/1979	4. FEI Number 51-0256917	Applied For <input type="checkbox"/> 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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

KERR, DAVID C.G.
 211 EAST MADISON STREET, 23RD FLOOR
 TAMPA FL 33602

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D CASPERSEN, FINN M W 301 N. WALNUT ST. WILMINGTON DE	1.1 TITLE	President G.D. Gilmer 2700 SANDERS ROAD PROSPECT HEIGHTS IL 60070
NAME	PD MATTHEW J. BROAS 200 BENEFICIAL CENTER PEAPACK NJ	1.2 NAME	Director J.W. Blenke
STREET ADDRESS	D CHARLES D. BROWN 200 BENEFICIAL CENTER PEAPACK NJ	1.3 STREET ADDRESS	Director S.A. Vozar
CITY-ST-ZIP	D CHARLES H. WATTS 301 N. WALNUT ST. WILMINGTON DE	1.4 CITY-ST-ZIP	Director M.A. DeLuca
TITLE	D FARRIS, DAVID J. 301 N. WALNUT ST. WILMINGTON NJ	2.1 TITLE	Director P.R. Shay
NAME	D HILLIER, J. ROBERT 77 ALEXANDER ROAD PRINCETON NJ	2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		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 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: _____
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2F034 (4/1/98)